

**DUTIES AND RESPONSIBILITIES OF THE COMPANY'S BOARD OF DIRECTORS
AND SUB-COMMITTEES**

Duties and Responsibilities of the Board of Directors

1. Overseeing the Company in managing the business for the benefits of shareholders by observing the following four practices:
 - 1.1 Performing its duties with responsibility and all due circumspection and caution (Duty of Care).
 - 1.2 Performing its duties with faithfulness and honesty (Duty of Loyalty).
 - 1.3 Performing its duties in compliance with laws, objectives, Articles of Association, the resolutions of the Board of Directors and the resolutions of Shareholders' Meetings (Duty of Obedience).
 - 1.4 Disclosing information to shareholders accurately, completely, and transparently with verification and timeliness (Duty of Disclosure).
2. Defining objectives that promote sustainable value creation and governance outcomes as a framework for the operations of the Company.
3. Determining and reviewing the board structure, in terms of necessary qualifications, size, skills, experience, gender, age balance, diversity and the proper proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives and stakeholder interests.
4. Ensuring that the policy and procedures for the nomination and selection of directors are clear and transparent resulting in the desired composition of the board.
5. Ensuring that all directors are properly accountable for their duties and responsibilities and allocate sufficient time to discharge their duties and responsibilities effectively.
6. Ensuring that directors understand the roles and responsibilities, the nature of the business, the Company's operations, relevant law and are consistently given support to enhance their skills and knowledge necessary to carry out their roles on the board and board committees.
7. Determining and reviewing the appropriateness and adequacy of the Company's corporate governance policy and guidelines to ensure they align with the laws as well as local and international practices, while also ensuring that the Company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.
8. Ensuring that an appropriate compensation structure and performance evaluation are in place.
9. Implementing and overseeing the annual self-performance evaluations of the board, its committees, and each individual director, including reviewing and using the evaluation results for strengthening the effectiveness of the board.

10. Ensuring that the Company has effective human resources management and development programs to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.
11. Prioritizing and promoting innovation that creates value for business together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the Company.
12. Encouraging management to adopt responsible operations towards society and the environment and incorporate them into the Company's operational plan in order to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental, and social standards.
13. Ensuring that management allocates and manages the resources efficiently and effectively throughout all aspects of the value chain to enable the Company in meeting its objectives.
14. Establishing a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.
15. Ensuring that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies and comply with applicable laws and standards.
16. Establish the sub-committees that align with related laws and business requirements to assist the Board of Directors in their operations.
17. Monitoring and managing conflicts of interest that might occur between the Company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.
18. Establishing a clear anti-corruption policy and other relevant policies, practices and disseminating to the Company's stakeholders for proper implementations.
19. Establishing a mechanism for handling complaints and whistleblowing.
20. Prioritizing and ensuring the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.
21. Monitoring the financial liquidity and solvency of the Company and ensuring that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights.
22. Ensuring sustainability reporting as appropriate.
23. Monitoring and reporting on their interests or interests of related persons (spouses, cohabitation partners, and minor children under legal age) which are related to the management of the Company or subsidiary companies, to the Company which can be verifiable, for transparency in business operations.

Duties and Responsibilities of the Audit, Risk and Corporate Governance Committee

1. Audit Duties and Responsibilities

- 1.1 To review the accuracy and adequacy of financial reporting of the Company.
- 1.2 To review the adequacy and effectiveness of internal control and internal audit systems of the Company as well as to determine the independence of the internal audit unit, and to approve the appointment, transfer, and termination of employment of the head of internal audit unit.
- 1.3 To consider, select and propose the appointment and termination of an independent person to be the external auditor of the Company and propose fees for such person, as well as to attend a non-management meeting with the external auditor at least once a year.
- 1.4 To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand and the laws relating to the business of the Company.
- 1.5 To review the connected transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws, regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company.
- 1.6 In performing the duty of the ARCG, if there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results:
 - a. a transaction which causes a conflict of interest.
 - b. any fraud, irregularity, or material defect in an internal control system; or
 - c. an infringement of the law on securities and exchange, regulations of the Stock Exchange of Thailand or the laws relating to the business of the Company

the ARCG shall report such transaction or act to the Board for rectification within the period of time that the ARCG deems appropriate. If the Board or management fails to make a rectification within such period of time, any ARCG member may report on such transaction or act to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

- 1.7 To investigate and report the preliminary result to the Office of the Securities and Exchange Commission and the external auditor within thirty days upon receipt of the fact from the external auditor in relation to any suspicious circumstance that the director, manager or any person responsible for the operation of the Company commits an offence under the law on securities and exchange.

2. Risk Management Duties and Responsibilities

- 2.1 To oversee that the Company enforces and complies with an appropriate and efficient risk management policy, as well as to oversee and monitor the Enterprise Risk Management Committee.
- 2.2 To consider risk assessment result as well as plans to manage such risks and provide suggestions on risks mitigation to keep them in alignment with risk appetite to ensure the company has sufficient and appropriate risk management system.

3. Corporate Governance Duties and Responsibilities

- 3.1 To supervise the performance of management to strictly comply with the Company's good corporate governance policy.
- 3.2 To review the corporate governance policy and code of business conduct of the Company at least once a year.
- 3.3 To oversee the anti-corruption policy to ensure its sufficient and appropriate for the Company's business.

4. Other Duties and Responsibilities

- 4.1 To report the activities of the ARCG to the Board.
- 4.2 To prepare and to disclose a report of the ARCG in the Company's One Report. The report must be signed by the ARCG Chairman, comprising at least the following information:
 - a. an opinion on the accuracy, completeness, and creditability of the Company's financial report,
 - b. an opinion on the adequacy of the Company's internal control system,
 - c. an opinion on the compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand or the laws relating to the business of the Company,
 - d. an opinion on the suitability of an auditor,
 - e. an opinion on the transactions that may lead to conflicts of interests,

- f. the number of the Audit, Risk and Corporate Governance Committee meetings, and the attendance of such meetings by each Audit, Risk and Corporate Governance Committee member,
 - g. an opinion or overview comment received by the Audit, Risk and Corporate Governance Committee from its performance of duties in accordance with the charter, and
 - h. other transactions which, according to the Audit, Risk and Corporate Governance Committee 's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.
- 4.3 To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis.
- 4.4 To perform any other acts as assigned by the Board and accepted by the ARCG.

Duties and Responsibilities of the Nomination and Remuneration Committee

1. To propose guidelines and make broad recommendations for the annual salary increment and bonus policies of the Company.
2. To review the performance and award the bonus, salary increment and incentives of the Company's Chief Executive Officer and his relatives who are employees of the Company.
3. To review and approve the expense claims of the Company's Chief Executive Officer.
4. To review and if necessary, propose changes to the remuneration of the Company's directors serving on the Board of Directors and sub-committees.
5. To review and if necessary, propose changes or additions to senior management welfare, benefit (such as employee stock options and other employee welfare allowances, subsidies and schemes), salary increment and bonus policies. The emolument of individual employees shall be determined by the management of the Company.
6. To establish criteria for Board membership.
7. To formulate a standard and transparent process for the selection of directors.
8. To propose and/or evaluate directorial candidates and Board committee members for consideration by the Board when there is a vacancy.
9. To assess independent directors to identify if the independence of any is compromised and if new independent directors are required under the Board's policy.
10. To inform the Board of the names of directors and Board committee members who are retiring by rotation and make recommendations to the Board as to whether the Board should support the re-nomination of those retiring directors and committee members.
11. To review the Committee charter at least once a year and recommend modifications to the Board of Directors as needed.
12. To report to the Board of Directors on the Committee's activities and findings.
13. To co-operate and consult with Board of Directors/Management in selecting a candidate for the position of top executives (Managing Director/Chief Finance Officer) in accordance with the selection criteria of the Company.
14. To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis.

Duties and Responsibilities of the Strategy, Innovation, and Sustainability Committee

1. Strategy and Innovation Duties and Responsibilities

- 1.1 Work with the Chief Executive Officer and the management team to oversee the development of the Company's strategy, and to provide guidance for the strategic planning process to ensure that the strategic implementation plan is developed within the organization.
- 1.2 Monitor the Company's progress against strategic goals and provide feedback and advice on merger and acquisition strategy, capital strategy, market capabilities, and resource requirements.
- 1.3 Review the strategies and other impacts from emerging or evolving competitive activity, or other innovation developments and global economic conditions.
- 1.4 To oversee and recommend to Chief Executive Officer and management team regarding certain significant strategic decisions.

2. Sustainability Duties and Responsibilities

- 2.1 To consider and review policies and strategies, and enhance the developmental goals of the Company, maintaining balances in various aspects, such as environmental, social and governance (ESG) in accordance with the Thai and international good corporate governance standard, as well as corporate social responsibility (CSR).
- 2.2 To recommend and propose principles and policies for aligning with the organization's sustainable development.
- 2.3 To promote the organizational sustainable development guidelines among the Board of Directors, executives, and employees and ensuring that it is implemented effectively.
- 2.4 To monitor, track, and assess the sustainable development performance to maintain balance and enhance effectiveness, ensuring the highest benefit for the Company and stakeholders.

3. Other Duties and Responsibilities

- 3.1 To report the activities of the SISC to the Board.
- 3.2 To prepare and to disclose a report of the SISC in the Company's Annual Report.

- 3.3 To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis.
- 3.4 To review the adequacy of this Charter and recommend to the Board proposed changes from time to time as needed.
- 3.5 To perform any other acts as assigned by the Board