

Board Diversity Policy

Royal Plus Public Company Limited (“the Company”) recognizes the importance of diversity on the Board of Directors and has determined that diversity in the structure of the committee is essential. This includes diversity in knowledge, experience, skills, qualifications, gender, nationality, religion, education, ethnicity, and age. To achieve the strategic objective towards sustainable business growth, a diverse composition of the Board will encourage participation from individuals with varied backgrounds, support the Board of Directors’ performance and decision-making efficiency, and ensure consideration of the best interests of all stakeholders in all aspects.

This policy provides guidance for nominating of Directors, who have a significant role in determining policies and business strategies. The policy aims to ensure that the composition of the Board is diverse and appropriate, aligned with the Company’s strategies. The Board Diversity Policy, which has been approved by the Board of Directors’ meeting, is as follow:

1. The Diversity of the Board of Directors

- 1.1. To specify the qualification of the required director, the Nominating and Remuneration Committee will consider the appropriate diversity of the Board's skill mix, including knowledge, qualifications, skills, specific expertise, gender, and age of required director, ensuring consistency with the Company’s business strategies. To ensure the diversity of the Board of Directors, the Company uses the Board Skills Matrix and establishes diversity in terms of education, expertise, and experiences of the required director without limiting nationality, religion, or other factors.
- 1.2. The Company values inclusion and appropriate gender diversity. The consideration of such proportion will be subject to the Board of Directors’ skills and experiences aligning with the business strategies of the Company.
- 1.3. The Nominating and Remuneration Committee and the Board of Directors will access the diversity of the current Board of Directors through the use of the Board Skills Matrix. The Company will also disclose the qualification assessment results of the current Board of Directors according to the Board Skills Matrix.

2. The Qualifications of Directors

- 2.1. Directors must have the required qualifications without contravening the requirements of the Public Limited Company Act, the regulations of the Stock Exchange of Thailand, and the Company's Corporate Governance.
- 2.2. Directors must have required knowledge, abilities, and experience aligned with the business strategy. They must maintain independence while performing their duties carefully and honestly (Duty of Care and Duty of Loyalty), be in good physical and mental health, and be able to dedicate time to regularly participate in Directors’ Meetings. Directors should be well-prepared, actively participate, and provide opinions straightforwardly and freely with a strong work ethic.
- 2.3. Directors must have knowledge and abilities related to the Company’s business, such as management, economics, accounting, marketing, finance, and law.



ROYAL PLUS

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- 2.4. Directors are allowed to hold positions as directors in other companies. However, these positions must not obstruct the performance of their duties as the Company's Director and must comply with regulations imposed by the Securities and Exchange Commission.
- 2.5. Directors cannot operate a business, become a partner in a partnership, become a partner in a limited partnership, or become a shareholder or director in another juristic entity that has the same business and is in competition with the Company, whether for their own benefit or that of others, unless the shareholder meeting is informed before the appointment is resolved.
- 2.6. Directors must notify the Company without delay if there is a conflict of interest in any contract made by the Company, whether directly or indirectly, or if their holding of the Company's shares or debentures increases or decreases.
- 2.7. The number of Non-Executive Directors must be no less than one-third of the total number of directors and no less than three people.
- 2.8. Independent directors can serve a continuous term of office not exceeding nine years from the date of their first appointment as independent directors.
- 2.9. The Chief Executive Officer (CEO), who holds the position of Director, may hold positions in other companies. However, these positions must not obstruct the performance of their duties as the Company's Director, and the Company must not have the same business and be in competition with the Company, and must be approved by the Board of Directors before the CEO takes up the position.

3. Criteria for Nomination, Selection, and Appointment of New Director

- 3.1. The Nominating and Remuneration Committee will consider the list of candidates from various sources such as nominations from Directors or Executives, nominations from shareholders, professional search firms, or the Director Pool.
- 3.2. The Nominating and Remuneration Committee will be the responsible for the nomination and selection of the candidates by considering the Board Skills Matrix approved by the Board of Directors and the alignment of the candidate's qualifications with the Company's strategies. The Nominating and Remuneration Committee will then present the details to the Board of Directors or the shareholder meeting for appointment consideration.

4. Continuous Knowledge Development of Directors

- 4.1. The Company ensures that directors regularly receive sufficient and continuous training and knowledge development by participating in training recommended by the Securities and Exchange Commission, organized by Thai Institute of Directors (IOD).
- 4.2. The Company supports the Directors and related personnel in participating in training and seminars on topics related to and aligned with the Company's business strategies and current situation. These are organized regularly by the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Listed Company Association, and other related organizations.



5. Orientation for New Directors

- 5.1. The Company recognizes the importance providing orientation for newly appointed directors to ensure they receive a formal and proper induction, along with all information relevant to their responsibilities and duties. This includes details about the Company's objectives, the nature of the business, and the Company's operations to prepare them for their role as directors.
- 5.2. For the orientation for new directors, the Company will provide information and important documents to the newly appointed director. Examples are as follows:
- 1) The Company's history, nature of business, structure, organization, and shareholder structure, along with the Board of Directors, Sub-Committees, and Directors' remuneration.
 - 2) The Company's registration documents, financial statements, and Company performance.
 - 3) The Board of Directors' duties and responsibilities according to relevant laws, the Charter of the Board of Directors, and Sub-Committees.
 - 4) Levels of authority, business ethic, and Company's policies.

6. Policy Evaluation

The Board Diversity Policy will be assessed and evaluated annually.

This Board Diversity Policy will be effective from November 10, 2023, onward.