

Board of Directors Charter

1. Objectives

Royal Plus Public Company Limited adheres to the principles of good corporate governance as part of its business ideology. The Company cares deeply for its stakeholders and places strong emphasis on social responsibility. To achieve this, the Board of Directors, as representatives of shareholders, who plays a crucial role in supervising the Company's management in accordance with the Company's regulations and laws related to the business operations of the Company, has established the Board of Directors Charter. This is designed to guide the Board of Directors in understanding their roles and duties, emphasizing the importance of conducting their work with responsibility, honesty, and prudence to safeguard the best interests of the Company, and earning the trust of shareholders and stakeholders in all sectors in the long term.

2. Definitions

- 2.1** Board of Directors refers to the Board of Directors of Royal Plus Public Company Limited.
- 2.2** Director refers to directors of Royal Plus Public Company Limited.
- 2.3** Independent director refers to directors who retain independence from major shareholders, executives, and related persons. They play a crucial role in safeguarding the equal interests of all shareholders. On the other hand, an external director refers to a director independent of major shareholders or executives but may represent those with specific interests in the Company, such as customers or creditors.
- 2.4** Executive refers to the Managing Director, Vice Managing Director, Assistant Managing Director, and employees at the department manager level or above at Royal Plus Public Company Limited.
- 2.5** Stock Exchange refers to the Stock Exchange of Thailand.

In cases where the definition of a specific term is not provided in this Charter, such definition shall align with the meaning specified in the announcement or regulation related to the matter.

3. Composition of the Board of Directors

The Board of Directors comprises independent directors, executive directors, and non-executive directors who possess expertise in finance, accounting, management, and other areas beneficial to the Company. This composition aligns with the principles of good corporate governance, stipulating the presence of independent directors who possess all qualifications as per the criteria set by the Stock Exchange of Thailand, constituting no less than 1/3 of the total number of directors and no fewer than three persons.



4. Qualifications of the Directors of Board

4.1 Directors must possess the appropriate qualifications and must not exhibit prohibited characteristics in accordance with the laws governing public limited companies, securities and exchange, and the Company's good corporate governance policies, as well as laws related to the Company's business operations. Additionally, directors should not demonstrate traits that suggest unsuitability for being entrusted with managing the business by shareholders, as outlined in the announcement of the Securities and Exchange Commission, Thailand.

4.2 Directors are required to possess knowledge, abilities, and experience that contribute positively to business operations. They should act independently, fulfil their duties of care and duty of loyalty, fully dedicate their time, maintain good physical and mental health, attend committee meetings regularly, prepare for meetings well in advance, contribute constructively to meetings, communicate candidly, express opinions freely, have a commendable work history and ethical conduct, and be a person of societal acceptance.

4.3 Directors must possess knowledge and abilities crucial to the Company's business, including expertise in management, economics, accounting, marketing, finance, and law.

4.4 Directors can hold directorship positions in other companies, provided that such positions do not hinder the performance of their duties as directors of the Company and adhere to the guidelines established by the Securities and Exchange Commission, Thailand.

4.5 Directors are prohibited from operating a business with the same nature as and in competition with the Company Group. They are also restricted from becoming a partner or director in another juristic person with similar nature and in competition with the Company Group, whether for personal benefit or the benefit of others, except when the director has provided prior notification to the shareholder meeting before an appointment resolution is passed.

4.6 Directors are required to promptly notify the Company in case they have a direct or indirect interest in a contract entered into by the Company, or any change in their ownership of shares or debentures in the Company.

5. Duties and Responsibilities

The Board of Directors has the duty to act as the representative of shareholders and is authorized and responsible for corporate governance as follows:

5.1 Carrying out their duties in accordance with the laws, objectives and regulations of the Company, as well as resolutions of the Shareholders' Meetings, with honesty, and exercising prudence in safeguarding the interests of the Company;

5.2 Considering and providing approval for matters crucial to the business operations of the Company Group, including vision, mission, strategies, financial targets, risks, work plans, and budgets, conducting monitoring and supervision to ensure that the management division effectively fulfils its duties in accordance with the established policies and work plans to maximizing economic value and shareholders' wealth;

5.3 Consistently monitoring and assessing the performance of the management division, and deciding on remuneration while also reviewing succession plans;

5.4 Formulating a written corporate governance policy, providing approval for such policy, and consistently reviewing both the policy and its compliance;

5.5 Promoting the creation of written business ethics to ensure that directors, executives, and all employees understand the ethical standards guiding the Company's business operations, and actively monitoring to ensure strict adherence to these ethics;

5.6 Carefully examining transactions that may pose a conflict of interest using a transparent approach that prioritizes the benefits of the Company and shareholders, as well as stakeholders not involved in decision-making, as well as overseeing compliance with regulations governing the disclosure process and actions related to transactions with potential conflicts of interest in a correct, comprehensive, standardized, and transparent manner;

5.7 Organizing the establishment of systems to monitor operation, financial reporting, and compliance with regulations and policies, as well as coordinating the appointment of independent personnel or agencies responsible for inspecting these control systems, and conducting regular reviews of various systems;

5.8 Implementing organization-wide risk management policy, with the management division tasked as the executor of these policies and providing regular reports to the Board, as well as organizing periodic reviews or assessments of the effectiveness of risk management system whenever there is a change of risk level in a determined direction, and paying close attention to warning signs and any irregularities;

5.9 Implementing an anti-corruption and supervision policy that incorporates a supportive system to ensure that employees at all levels of the Organization are informed about and prioritize compliance with the policy, as well as organizing regular reviews to assess the appropriateness of the policy;

5.10 Designating sub-committees or persons to supervise and monitor significant matters related to the management of the Company under the purview of the Board of Directors, as well as assessing the performance and remuneration for these sub-committees or persons or delegating authority to these sub-committees or individuals for a specified period approved by the Board of Directors. The Board of Directors can rescind, revoke, or amend this authority.

The delegation of authority to such sub-committee or any person does not include the authorization to approve items in which they, or the person authorized by them, may have a conflict of interest. The said person is required to seek approval from the Shareholders' Meeting for connected transactions and the acquisition or disposal of significant assets of the Company, in compliance with the requirements of the Capital Market Supervisory Board and/or the Stock Exchange that any action taken by a director or person with a conflict of interest, as per the announcement of the SEC Office and/or the Stock Exchange of Thailand, will render them without voting rights or the authority to approve actions in such matters.



ROYAL PLUS

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Furthermore, the Board of Directors may contemplate granting authority to the aforementioned sub-committee or person for transactions associated with the regular operations and/or investments of the Company, under the condition that the scope and limits are explicitly defined at each level. Delegating authority without a financial limit is prohibited;

5.11 Appointing a Company Secretary responsible for various tasks on behalf of the Company or the Board of Directors, including the register of directors, notice of directors' meeting, notice of shareholders' meeting;

5.12 Compiling the Board of Directors' annual report and supervising the disclosure of financial statements to present the financial status and performance of the past year to shareholders.

6. Term of Office

6.1 One-third of all directors must resign from their positions at each annual general shareholders' meeting. The director with the longest tenure will be obligated to step down. In cases where the number of resigning directors is not precisely one-third of the total, the closest approximation to one-third will be adopted. Retiring directors may be reappointed to their positions.

6.2 In accordance with the principles of good corporate governance, the tenure of independent directors under normal circumstances should not exceed three terms or nine consecutive years, or as determined by the Board of Directors.

6.3 In addition to retiring from office according to the term, a director retires from the position in the event of

- Death;
- Resignation;
- Lack of qualifications, or possession of qualifications prohibited under public limited company laws and/or securities and exchange laws;
- A resolution for the director to resign by a Shareholders' Meeting, requiring the approval of no less than three-fourths of the attending shareholders who hold shares totaling at least half of the shares held by attending shareholders with the right to vote;
- A court judgment mandating resignation.

6.4 A director wishing to resign shall submit a letter of resignation to the Chairman of the Board of Directors.

6.5 If a director's position becomes vacant for reasons other than the completion of term, the Board of Directors shall appoint a person with appropriate qualifications and without traits prohibited by the public limited company laws and/or securities and exchange laws as a director to fill the vacancy at the next Board of Directors' meeting.



7. Meeting

7.1 A meeting of the Board of Directors shall be organized and conducted in accordance with the regulations of the Company, the public limited company laws and the regulations of the Stock Exchange of Thailand at least once every three months. However, the number and duration of meetings depends on the importance of the matter and the number of agendas to be considered.

7.2 The meeting notice, along with documents related to various agendas, shall be sent at least seven days prior to the meeting date to provide the Board of Directors with sufficient time for review. The meeting notice shall explicitly outline the agenda requiring approval, accompanied by comprehensive and clear supporting documents for consideration. The Board of Directors reserves the right to request additional information from the Board of Directors' secretary or have senior executives attend the meeting to provide explanations when additional details are necessary for consideration. Each committee member is also permitted to propose agenda items.

7.3 The Chairman, chairman of sub-committee, and Company Secretary will jointly assess and determine which matters are suitable for proposal as agenda items.

7.4 In the event that the Chairman of the Board of Directors is not present at the meeting or is unable to perform their duties, the Board of Directors present at the meeting shall elect one director to chair the meeting.

7.5 A quorum for the Board of Director's meeting is achieved when the attendance of directors is no less than half of the total number of directors.

7.6 At the Board of Directors' meeting, persons with a significant vested interest in the matter under consideration must excuse themselves from the meeting during the discussion of that particular matter. They are also required to abstain from expressing opinions or participating in the vote related to that matter.

7.7 The majority vote will decide the resolution of the meeting. One director has one vote. If the votes are equal, the chairman or chairman of the meeting will cast one additional vote as the deciding vote.

7.8 The Company shall create a comprehensive and accurate report of the minutes of Board of Directors' meeting within 14 days from the meeting date. This allows directors, shareholders, or those with interests to review and inspect the minutes.

7.9 Directors must attend at least 75% of all Board of Director's meetings each year.

8. Performance Evaluation

In order to comply with the principles of good corporate governance, the Board of Directors requires that a performance evaluation form of the Board of Directors be prepared every year at least one time per year in the form of an individual evaluation (by oneself) and group evaluation, which is based on the evaluation form of the Thai Institute of Directors Association (IOD) and the evaluation form of the Stock Exchange of Thailand. The results of the evaluation will be used as a framework for reviewing the performance of duties, problems, and



various obstacles, and the results of the evaluation will be used to analyze the performance of the directors' duties and bring recommendations to improve and develop the operations in future .

9. Reporting

The Board of Directors must report operating results to shareholders at a shareholders' meeting, with at least as much detail as required by relevant laws, regulations, or regulations .

10. Remuneration

The criteria and form of remuneration payment to the directors shall be decided with consideration to the appropriateness and responsibilities of each director based on their experience, duties, circumstances, economic landscapes, in tandem and comparable with other companies in the same industry. This remuneration shall be approved at the shareholders' meeting on a yearly basis.

This Board of Directors charter is an effective from April 27, 2023, onward.