



Board of Directors Charter

S&P Syndicate Public Company Limited

Components of the Board of Directors

1. The Board of Directors shall consist of no fewer than 5 members, with at least 1 independent director out of every 3 directors but not fewer than 3 directors. They must possess qualifications and not have characteristics prohibited by laws governing public limited companies, securities and securities markets, regulations of supervisory agencies, and other relevant laws. In addition, at least half of the total number of directors must have a residence in Thailand.

2. The committee may appoint one person as the chairperson of the committee. In circumstances deemed appropriate by the committee, they may select one or several members as vice-chairpersons of the committee. The vice-chairpersons shall have duties as stipulated in the regulations governing the committee, as assigned by the chairperson.

3. The Chairperson of the Board, the Chairperson of the Executive Committee and Chief Executive Officer are not the same individual in order to ensure clear separation of roles and responsibilities and to maintain a balanced exercise of power in the operations.

Qualifications

Directors

1) Qualifications and non-prohibited characteristics as per laws governing public limited companies, securities laws, regulations issued by regulatory authorities overseeing companies, and other relevant regulations.

2) Knowledge, skills, and relevant experience beneficial to business operations; capable of performing tasks effectively and presenting perspectives advantageous to business operations; comprises at least one independent director with expertise in financial accounting and one non-executive director with business experience.

3) Possesses leadership qualities, has a long-term vision, demonstrates integrity and ethics, and is capable of dedicating themselves fully to the company's objectives, contributing their utmost to the company's success.

4) Hold positions in the management of companies registered in the Securities and Exchange Commission of Thailand, not exceeding five positions (including positions held within the company). Additionally, holding positions in other companies must not pose any conflict of interest with the duties performed for the company's management.

Independent Directors

1) Holding shares not exceeding 1% of the total voting shares of S&P, subsidiaries, affiliates, and related companies. This includes shares held by related parties of such independent director.

2) Not being or having been directors involved in management, employees, regular salaried consultants, or controlling persons of S&P, subsidiaries, affiliates, and related companies, unless they have been exempted from such position for at least 2 years.

3) Not being a person who is related by blood or registered according to the law of another director, executive, major shareholder, controlling person, or a person proposed to be a director, executive, or controlling person of S&P or the subsidiaries.

4) Not having or having had a business relationship with S&P, subsidiaries, affiliates, or related companies in a manner possibly interfering with their independent judgment, including not being or having been a shareholder with an interest or a controlling person of individuals with a business relationship with S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.

5) Not being or having been an auditor of S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of the office of the auditor, which has auditors of S&P, subsidiaries, affiliates, or related companies, unless exempted for at least 2 years.

6) Not being or having been a professional service provider, including providing legal or financial consulting services, which received fees exceeding 2 million baht per year from S&P, subsidiaries, affiliates, or related companies, and not being a shareholder with an interest or a controlling person of such professional service provider, unless exempted for at least 2 years.

7) Not being a director appointed to represent the directors of S&P, major shareholders, or shareholders who are related to major shareholders.

8) Not engaging in similar business activities and competing directly with S&P or the subsidiaries, not being a shareholder with an interest in a partnership, or being directors involved in management, employees, regular salaried consultants, or holding shares exceeding 1% of the total voting shares of another company engaged in similar business activities and competing directly with S&P or the subsidiaries.

9) Having no other characteristics that would prevent providing independent opinions on S&P's operations.

Roles, Duties and Responsibilities of the Board of Directors

1) Define the vision, mission, and business strategy for both short and long term to ensure that S&P's objectives and main goals are achieved with a focus on sustainability. These are reviewed annually.

2) Consider and approve significant transactions within the scope of the board's authority as stipulated by laws, regulations, and Articles of Association including approval procedures outlined by S&P.

3) Review and approve the annual plan and budgets of S&P by monitoring various performance indicators to ensure alignment with the established strategies and objectives, incorporating appropriate innovation and technology.

4) Establish and review the board structure in terms of the number of directors, proportion of independent directors, as well as diverse qualifications suitable for S&P's operations. We also consider appropriate compensation for board members and sub-committees through the Nomination and Remuneration Committee.

5) Ensure accurate, complete, transparent, timely, equitable, and compliant financial reporting and disclosure to all shareholders and stakeholders, adhering to relevant standards, criteria, and code of practice.

6) Oversee the operation of subsidiaries and affiliates to ensure alignment with S&P's policies and directions, ensuring efficient and beneficial investments.

- 7) Establish and maintain effective and efficient internal control and internal audit systems.
- 8) Promote corporate governance ethics among directors, executives, and employees, setting standards for the conduct of business operations that all directors, executives, and employees must strictly adhere to.
- 9) Consider appointing various sub-committees to support the board's responsibilities as appropriate and necessary, including appointing a company secretary to assist in overseeing the activities of the board and ensuring compliance with relevant laws and regulations.
- 10) Implement appropriate and effective risk management policies and procedures, with regular monitoring and evaluation of risk management practices.
- 11) Develop succession plans for senior management positions of the company and conduct annual performance evaluations of senior management.
- 12) Conduct annual performance evaluations of the board, sub-committees, and individual directors, using the evaluation results for continuous improvement of their duties.
- 13) Oversee the establishment of policies and practices related to anti-corruption, whistleblower policies, as well as procedures and channels for receiving and managing complaints from whistleblowers or aggrieved parties.
- 14) Establish key policies and implement operation based on principles of good corporate governance, supporting effective communication to ensure that everyone in S&P is informed and committed to these practices.
- 15) Review S&P's Articles of Association annually to ensure alignment with prevailing circumstances.

The tenure of holding a position

- 1) At each Annual General Meeting of shareholders, one-third of the total number of directors shall retire from their positions. If the number of directors to retire is not evenly divisible by three, the number closest to one-third shall retire. Retiring directors have the option to be re-elected for another term.
- 2) A director shall cease to hold office when:
 - (1) They resign.
 - (2) They pass away.
 - (3) They no longer meet the qualifications or possess characteristics prohibited by the company's articles of association or regulations.
 - (4) A resolution is passed by the shareholders' meeting to remove them from office, with a vote of not less than three-fourths of the total number of shareholders present and eligible to vote, and whose total shares represent at least one-half of the total shares held by the shareholders present and eligible to vote.
 - (5) They are ordered to vacate office by a court.
- 3) A director who wishes to resign from their position must submit a resignation letter to the company. The resignation shall take effect from the date the resignation letter is delivered to the company.

4) Furthermore, the Board has the policy allowing independent directors to serve consecutively for up to 9 years from the date of their initial appointment as independent directors. Upon completion of this term, the board may propose the reappointment of such independent directors for consideration and election at the next ordinary shareholders' meeting. The board must consider the independence in carrying out duties, performance, as well as reasons and necessity for reappointment.

Roles, duties, and responsibilities of the Chairperson

1) Overseeing, ensuring efficient execution of board responsibilities and achieving organizational objectives and goals.

2) Facilitating and supporting effective collaboration among the Board, management, and the company secretary to enhance productive operation.

3) Representing the Board in communicating vital information within the organization, fostering good relations with shareholders and stakeholders.

4) Promoting and encouraging all board members to participate in promoting an ethical organizational culture and good corporate governance.

5) Considering determining the meeting agendas of the board meeting with Lead Independent Director ensuring allocating sufficient time for management to present matters to the board to thoroughly deliberate important issues.

6) Chairing the Board of Directors' meeting and the shareholders' meeting. Controlling the meeting in accordance with S&P's Articles of Association according to the agenda set forth. Allocating sufficient time in meetings for management to present matters sufficiently for the directors to discuss important issues carefully. Directors are also encouraged to use careful judgment and express their opinions freely.

7) Supervising disclosure of information and management of conflicts of interest in a transparent manner.

Board meeting

1) The Board of Directors has determined that there must be at least 6 meetings per year with scheduled meeting dates set in advance throughout the year, and may hold special meetings as necessary based on exigent circumstances.

2) Directors have a duty to attend meetings regularly, with a minimum attendance requirement of 75 percent of the total meetings held in a year. However, exceptions may be made in cases of force majeure, provided that the chairperson or company secretary is notified in advance of the meeting.

3) A notice calling for a board meeting shall be sent by the chairman of the board or the person delegated with the authority, specifying the date, time, venue, and agenda of the meeting to all directors at least 7 days prior to the meeting date, except in cases of urgency necessary for the protection of the company's interests, in which case alternative methods of notification may be used, and the meeting may be scheduled sooner.

4) For a board meeting to present a quorum, at least half of the board members must attend.

5) A minimum quorum of at least two-thirds of the total number of directors must be present for the board to pass resolutions at the meeting.

6) In the event of a tie vote at a board meeting, the chairman shall cast an additional deciding vote. Each director, including the chairman, has one vote in the decision-making process. If the votes are tied, the chairman shall cast an additional vote to break the tie. Directors who have a conflict of interest in a particular matter are not entitled to vote on that matter.

7) The board of directors may invite stakeholders, shareholders, or other relevant individuals to provide opinions, participate in meetings, or provide information for the purpose of deliberation.

8) Non-executive Directors must convene at least once a year without any facilitators to discuss or exchange views on matters pertaining to their responsibilities.

9) Company Secretary accurately records the minutes of meeting including clear comments from board members and completes the meeting report, ensuring comprehensive and accurate storage for examination by board members and relevant parties.

The revised version approved by the resolution at the company's board meeting No. 6/2023 on 8 December 2023.