

Board of Directors Charter

Meb Corporation Public Company Limited

Board of Directors Charter

1. Objectives

The Board of Directors plays a crucial role in overseeing the company's management, setting objectives, vision, mission, policies, key goals, and business strategies for the best interests of the company and its shareholders. It also monitors the operations of the company's sub-committees and ensures fair treatment of stakeholders under the principles of Good Corporate Governance. Additionally, the Board has the authority, duties, and responsibilities as prescribed by law, regulations, the company's objectives, and resolutions of the shareholders' meetings.

2. Composition

The composition of the Board of Directors is as follows

- (1) The Board of Directors shall consist of the number of members as determined by the shareholders' meeting, with at least five (5) but not exceeding twelve (12) directors. At least half of the total number of directors must reside in the Kingdom of Thailand.
- (2) At least one-third (1/3) of the total number of directors must be independent directors, with a minimum of three (3) independent directors.

The Board of Directors shall elect one director as the Chairman. If deemed appropriate, the Board may appoint one or more directors as Vice Chairmen.

3. Qualifications of Directors

A director must possess the following qualifications

- (1) The director must be a natural person and;
 - (a) Be of legal age.
 - (b) Not be bankrupt, legally incompetent, or quasi-incompetent.
 - (c) Not have been convicted by a final court judgment for fraud-related offenses.
 - (d) Not have been dismissed or removed from government service or a public organization due to dishonesty.
- (2) The director must have knowledge, ability, integrity, ethical business conduct, and sufficient time to dedicate to the company.

(3) The director must meet all qualifications and not possess any prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws. They must not exhibit any characteristics that suggest untrustworthiness in managing a company in which the public holds shares, as determined by the Securities and Exchange Commission (SEC).

(4) The director must not engage in business activities that directly compete with the company's business, nor serve as a partner, director, or executive in any competing entity unless disclosed to and approved by the shareholders' meeting.

(5) Independent directors must meet the independence criteria as defined by the SEC, the Capital Market Supervisory Board, and the Stock Exchange of Thailand. They must be capable of safeguarding the interests of all shareholders equally and preventing conflicts of interest.

The company also sets additional requirements for independent directors as follows

(a) Must not hold more than 1% of the total voting shares of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, including shares held by related persons.

(b) Must not be, or have been in the past two years, a director involved in management, an employee, a consultant receiving a salary, or a controlling person of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, except in cases where the independent director was a government officer or advisor of a government agency that is a major shareholder or controlling entity.

(c) Must not have a familial relationship (such as parent, spouse, sibling, child, or child's spouse) with any director, executive, major shareholder, controlling person, or any person who will be nominated as a director, executive, or controlling person of the company or its subsidiaries.

(d) Must not have a business relationship with the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons in a manner that may interfere with their independent judgment. Additionally, is not and has never been a significant shareholder or a controlling person of any entity that has a business relationship with the Company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, unless such status has ceased for at least two years prior to appointment.

Such business relationships include, but are not limited to, normal commercial transactions essential to business operations, leasing or subleasing of real estate, transactions involving assets or services, and providing or receiving financial assistance through loans, guarantees, or asset pledges as collateral for obligations. This also includes any other similar transactions that result in financial obligations between the Company and the contracting party amounting to at least three percent of the Company's net tangible assets or at least twenty million baht, whichever is lower. The calculation of such obligations shall be in accordance with the valuation methods for connected

transactions prescribed by the Capital Market Supervisory Board's notifications concerning criteria for connected transactions, mutatis mutandis. For the consideration of such financial obligations, any obligations arising within one year prior to the date of establishing the business relationship with the same person shall also be included.

(e) Must not be or have been an auditor of the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, and must not be a significant shareholder, controlling person, or partner of the auditing firm, unless the relationship ended at least two years before appointment.

(f) Must not provide or have provided professional services (such as legal or financial advisory services) receiving annual service fees exceeding THB 2 million from the company, its parent company, subsidiaries, affiliates, major shareholders, or controlling persons, unless the relationship ended at least two years before appointment.

(g) The individual is not a director appointed to represent the board of directors of the company, major shareholders, or shareholders related to major shareholders.

(h) The individual does not operate a business with the same nature or engage in significant competition with the business of the company or its subsidiaries, nor is the individual a partner with significant interests in a partnership, a director involved in management, an employee, a salaried consultant, or a shareholder holding more than one percent of the total voting shares in another company that operates a business with the same nature or engages in significant competition with the company or its subsidiaries.

(i) The individual does not have any other characteristics that would prevent them from providing an independent opinion regarding the company's operations.

4. Election and Term of Office

(1) The Nomination and Remuneration Committee will be responsible for nominating and proposing individuals who meet the qualifications specified in Clause 3 above to hold the position of director of the company. The names of the proposed individuals will be presented to the board of directors for approval, after which the names will be submitted to the shareholders' meeting for election.

In the event that the company does not have a Nomination and Remuneration Committee, the board of directors will nominate and propose individuals who meet the qualifications specified in Clause 3 above to the shareholders' meeting for election.

(2) The shareholders' meeting will be responsible for electing directors of the company. However, in cases where a director is elected to fill a vacant position due to reasons other than the expiration of their term, the board of directors can select an individual who meets the qualifications

specified in Clause 3 above to assume the position of director. This will apply unless the remaining term of the vacant position is less than two (2) months. In such cases, the individual appointed as a director will hold the position only for the remainder of the term of the director who vacated the position.

(3) An independent director may hold office for a term of up to nine (9) years from the date of their first appointment as an independent director. If the independent director is to continue their term, the board of directors will assess the reasonableness of the necessity for their continued service.

(4) At each annual general shareholders' meeting, one-third of the total number of directors must retire from office. If the number of directors cannot be evenly divided into three parts, the closest whole number will be selected to retire. Directors who retire from office may be re-elected to the position. In the first and second years after the company's registration, directors who retire will be selected by lot. In subsequent years, the director who has held their position the longest will retire. If the number of directors to retire does not match the number required by the one-third term limit, the selection of retiring directors will be done by drawing lots from the next longest-serving directors.

In addition to retiring according to the term limit, a director may also vacate their position in the following circumstances;

- (a) Death
- (b) Resignation
- (c) Loss of qualifications as a company director or having characteristics prohibited by law, or showing any traits that reflect a lack of suitability to be trusted with managing a public company under the Securities and Exchange Act.
- (d) A resolution of the shareholders' meeting for dismissal
- (e) A court order for dismissal

If a director wishes to resign, they must submit a resignation letter to the Chairman of the Board.

5. Authority, Duties, and Responsibilities

The Board of Directors, as representatives of the shareholders, has the following authorities, duties, and responsibilities

(1) To perform duties and oversee the company's operations in accordance with laws, objectives, regulations, resolutions of the Board of Directors, and shareholders' meetings, with responsibility, caution, and integrity to protect the rights and interests of the company and all shareholders.

(2) To establish the company's objectives, vision, mission, policies, main goals, business strategies, and the direction for the company's operations, business plans, budgets, management structure, and delegation of authority. The board must oversee the management and operations of the company and its subsidiaries to ensure they align with the defined policies, goals, plans, and budgets for the benefit of the company and shareholders. The board should also promote the use of information technology to enhance business opportunities and performance and review strategies, directions, objectives, policies, goals, business plans, and budgets as appropriate to ensure the company can adapt to economic conditions, market situations, and changing competition.

(3) To oversee the company's business ethics, ensuring it respects the rights and is responsible to shareholders and other stakeholders, conducting business beneficial to society and the environment, and remaining adaptable to changing factors under the principles of good corporate governance.

(4) To oversee the company's risk management and internal control systems, ensuring they are adequate, appropriate, and effective. The Audit Committee is delegated to review these systems to ensure their suitability and efficiency.

(5) To consider and approve the principles of commercial agreements with general trading terms for transactions between the company, its subsidiaries, associates, directors, executives, or related parties, defining the framework for the executive committee's actions within the legal boundaries and related guidelines.

(6) To consider and approve or provide opinions on transactions that significantly affect the company (if the transaction value does not meet the criteria requiring approval by the shareholders' meeting), including asset acquisitions or disposals and related party transactions as stipulated by law, announcements, and regulations.

(7) To ensure no conflict of interest arises between stakeholders of the company and its subsidiaries, including the improper use of company assets or transactions with related parties in an inappropriate manner. In cases where a director has an interest in a transaction with the company or has an increase or decrease in shareholding in the company or its subsidiaries, the director must promptly inform the company.

(8) To establish policies on good corporate governance, including anti-corruption measures, and ensure the effective implementation of these policies.

(9) To consider and oversee the proper, sufficient, and timely disclosure of important information in accordance with applicable rules, standards, and practices.

(10) To oversee the company's information security system, including the establishment of policies and practices for maintaining confidentiality, reliability, and availability of information, managing

data that may impact the stocks' price, and ensuring that directors, executives, employees, and related parties comply with the information security system.

(11) To oversee the establishment of a mechanism for receiving complaints and addressing cases of corruption or fraud alerts.

(12) To ensure the company appoints directors or executives in subsidiaries or affiliated companies (if any) in numbers that reflect the shareholding proportion in the subsidiary or affiliate (if any) to protect the interests and returns from investments that the company should receive, clearly defining the scope, authority, duties, and responsibilities of the appointed directors and executives to ensure management aligns with company policies.

(13) To ensure that the company and subsidiaries maintain proper accounting systems and financial reporting systems, responsible for preparing and disclosing the financial statements of the company and subsidiaries accurately in accordance with generally accepted accounting standards, along with sufficient and appropriate internal control systems, including document storage systems for future verification of information accuracy. The board should promote the use of information technology in disseminating such information.

(14) To consider and approve the selection and appointment of the auditor, along with reviewing appropriate compensation as proposed by the Audit Committee, before submitting it for approval at the Annual General Meeting of Shareholders.

(15) To consider and approve quarterly financial statements reviewed by the auditor and provide opinions via the Audit Committee, as well as approve the audited annual financial statements and provide opinions through the Audit Committee for presentation at the Annual General Meeting of Shareholders for approval.

(16) To consider and approve the payment of interim dividends to shareholders and report the dividend payment at the next shareholders' meeting.

(17) To prepare the annual report and be responsible for preparing and disclosing the financial statements reflecting the company's financial position and performance for the past year, audited by the company's auditors before submission to the shareholders' meeting.

(18) To ensure the company holds an Annual General Meeting of Shareholders within four (4) months from the end of the company's fiscal year and to ensure that the meeting is conducted in an orderly and transparent manner.

(19) To request information from various departments within the company and subsidiaries to support further consideration of various matters and to seek professional opinions from external experts if necessary to make appropriate decisions.

(20) To oversee or approve company matters, including those the company must implement according to the subsidiary and affiliate companies' operational governance policies, provided the subsidiary remains a part of Central Retail Corporation Public Company Limited as per the Securities and Exchange Commission notification reference Announcement No. KorJor. 17/2551 on definitions related to the issuance and offering of securities (including amendments), with due consideration for the interests of all shareholders and stakeholders fairly.

(21) To consider and approve the criteria for recruiting and appointing individuals to serve as company directors and committee members, as proposed by the Nominating and Remuneration Committee, to support and assist the Board's duties as appropriate, defining clear roles, duties, responsibilities, and work processes.

(22) To consider and approve the policy framework and structure for the remuneration of company directors and committee members as proposed by the Nominating and Remuneration Committee.

(23) To consider and approve the directors' remuneration for the company and committee members, as proposed by the Nominating and Remuneration Committee, and submit it for shareholder approval, considering factors such as experience, responsibilities, scope of roles, company performance, and expected benefits from each director.

(24) To consider and approve the criteria for recruiting the Chief Executive Officer (CEO), appointing the CEO, the policy framework, and compensation structure for the CEO, as proposed by the Nominating and Remuneration Committee, taking into account factors like experience, responsibilities, roles, company performance, and expected benefits.

(25) To consider and approve the criteria for recruiting management personnel and the compensation policy and structure for management as proposed by the CEO.

(26) To consider and approve the performance evaluation criteria for the Board of Directors, committee members, CEO, and management, as proposed by the Nominating and Remuneration Committee or the CEO, as appropriate.

(27) To consider and approve the acquisition or disposal of assets (where the transaction size does not require approval by the shareholders' meeting), in accordance with applicable laws, announcements, and regulations.

(28) To consider and approve related party transactions (where the transaction size does not require approval by the shareholders' meeting), in accordance with applicable laws, announcements, and regulations.

(29) To evaluate the performance of duties and oversee the continuous and regular reporting of performance by the committee members and the CEO to ensure the company achieves its objectives, vision, mission, policies, goals, and business strategies.

(30) To organize an annual performance evaluation of the Board of Directors as a whole and of individual committee members through self-assessment or peer evaluation methods, for the Board to review performance and issues, and propose corrective actions to improve operational efficiency, with evaluation criteria, processes, and results disclosed in the annual report.

(31) To appoint a company secretary to assist the Board in performing its duties to ensure that the company operates in compliance with applicable laws, announcements, and regulations.

(32) To review and amend the company's board charter to ensure its relevance to current conditions at least once per year.

(33) To delegate one or more directors or other individuals to perform specific tasks on behalf of the Board of Directors.

The delegation of authority, duties, and responsibilities of the Board of Directors shall not constitute a authority delegation or sub-delegation that would allow the Board of Directors or any person receiving authority from the Board to approve any transactions in which they, or any parties that may have a conflict of interest (as defined by the Securities and Exchange Commission or the Securities and Exchange Commission's Market Regulation Announcement), may have any vested interest or benefit, or may have any other conflict of interest with the company or its subsidiaries. This shall be excepted only for approvals of transactions that are in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors.

6. Meetings

(1) The Board of Directors must hold at least one (1) meeting every three (3) months, with scheduled meetings for the entire year. Special meetings may also be held as necessary.

(2) The Chairman of the Board is responsible for calling meetings of the Board. If there is no Chairman, the Vice Chairman may call the meeting. If there is no Vice Chairman, two (2) or more directors may jointly call a meeting.

(3) If two (2) or more directors request the Chairman to call a meeting, the Chairman must set the meeting date within fourteen (14) days from the date of the request.

(4) For board meetings, meeting notices, agendas, and supporting documents must be sent to all directors at least three (3) days in advance, allowing sufficient time for review. In urgent cases, the meeting notice may be sent via other methods or the meeting date may be set earlier to protect the company's interests.

(5) Directors with an interest in a matter may not vote on that issue and must leave the meeting during the discussion of the matter to allow unbiased debate.

(6) If the Chairman of the Board is not an independent director, an independent director must help set the agenda for the meeting.

(7) Board meetings may be held via electronic media in accordance with applicable laws, regulations, announcements, or relevant guidelines.

7. Quorum and Voting

(1) A quorum for a Board meeting is achieved when at least half of the total number of directors attend. If the Chairman is absent or unable to perform duties, the Vice Chairman (if present) will act as Chairman. If there is no Vice Chairman or if the Vice Chairman is absent or unable to perform duties, the directors present will elect a director to chair the meeting.

(2) Decisions made in the meeting shall be based on a majority vote.

(3) Each director has one vote, except for a director with a conflict of interest in a matter, who may not vote on that issue. In case of a tie, the Chairman of the meeting has an additional deciding vote.

(4) If the number of directors is reduced to a number less than the required quorum, the remaining directors may only act on behalf of the Board to organize a shareholders' meeting to elect new directors to fill the vacancies. This shareholders' meeting must be held within one (1) month from the date the number of directors falls below the quorum.

This Board of Directors Charter shall be effective from 17 August 2022, onward.