

## Board of Directors Charter

The Board of Directors represents the shareholders and has a crucial role in creating values to the organization, shareholders and stakeholders. The Board also plays a role in determining policies and directions to reach the Company's vision of being a leading enterprise in the non-life insurance business while maintaining operational integrity.

The Board of Directors with leadership, vision and independence in decision making, realizes the importance of good corporate governance and corporate social responsibility for the greatest benefit to the Company and shareholders.

This charter was made from a resolution of the Board Meeting, to be the guideline for the Board to realize its duties and responsibilities in compliance with the principles of good corporate governance and perform their duties legally and entirely.

### 1. Composition of the Board of Directors

- 1.1 The Board shall comprise of no fewer than 9 members that would be appointed and removed by shareholders' meeting. Not less than half of the total number of directors shall have residence in the Kingdom.
- 1.2 The Board shall comprise of independent directors of at least one-third of the entire Board, but no fewer than three persons. Executive directors shall not be more than one-third of the entire Board in order to maintain a balance of power between non-executive directors and executive directors.
- 1.3 The Board of Directors shall elect one director to be the chairman. The chairman must be an independent director or a non-executive director unless getting approval on a case by case from Office of Insurance Commission (OIC) to solve the problem within the specified period.
- 1.4 The Chairman of the Board shall not be the Chairman of the Executive Board or the President in order to maintain a balance of power between supervisory and management functions.
- 1.5 Appointment of the Board shall comply with the Articles of Association of the Company and relevant laws. Selection of directors shall be processed through the Remuneration, Nomination and Sustainability Development Committee.

### 2. Quality of the Director

- 2.1 Directors shall be competent with skills and extensive experience to benefit the Company's operation, with various skill mixes and integrity. At least one director shall be an expert in the area of non-life insurance business, at least one in the area of accounting finance and at least one in the area of information technology.

- 2.2 Directors shall possess relevant qualifications and shall not possess prohibited characteristics, according to the Public Limited Company Act, Non-life Insurance Act, and other related laws.
- 2.3 Directors shall have the ability to exercise sound and independent judgments, free from any conflict of interest from the management and other stakeholders.
- 2.4 Directors shall dedicate appropriate time, knowledge and capabilities to the Company that he/she serves as director.
- 2.5 Independent Directors shall possess the qualifications as specified by the Notification of the Capital Market Supervisory Board and relevant Notifications.

### **3. Term of Directorship**

- 3.1 Directors shall have a term of 3 years and any director vacating the office on due term may be re-elected, with the exception to the independent directors who may serve on the directorship for a maximum of 3 consecutive terms, or no longer than 9 years. However, for the benefit of the Company, the Board may review to extend the independent director's term by proposing in the shareholders' meeting for approval.
- 3.2 At every annual general meeting, one-third of the directors shall vacate their office. If the number of directors cannot be divided into a multiple of three, the number of directors nearest to one-third shall vacate the office.
- 3.3 Apart from vacating office at the end of the term, the director shall vacate office upon;
  - 1) Deceased
  - 2) Resignation
  - 3) Being disqualified under Articles of Association of the Company or prohibition in accordance with the law.
  - 4) Being removed by a resolution passed by the shareholders' meeting
  - 5) Being removed by order of the court.
- 3.4 In the case the office of director becomes vacant from any causes other than due term, the Board shall select any legally qualified person to be a director at the next meeting of the Board of Directors except the remaining term of office of the director is less than 2 months. Such director shall remain in office only for the remaining term of office of the director he replaces. The above resolution shall receive not less three-fourth of votes of the remaining directors.

### **4. Duties and Responsibilities of the Board of Directors**

- 4.1 To oversee that the Company are operated in accordance with the objects, the Articles of Association of the Company, and the resolutions of the shareholders' meeting, as well as the

regulations specified by related laws in good faith and with due care to preserve the greatest interests of the Company.

- 4.2 To consider and approve vision, mission, strategies, business directions and goals including important business policies, as well as oversee and superintend the management to be in line with the vision or framework with effectiveness and efficiency.
- 4.3 To regularly monitor, evaluate and approve the implementation of the Sustainable development framework, code of ethics and the code of conduct of the Company at least once a year.
- 4.4 To approve the organizational structure that maintain a balance of power between supervisory and management functions.
- 4.5 To oversee that the Company has set up a control system for risk management, internal control and compliance with regulatory, as well as providing units or personnel with an independent duty to act in the audit practice to ensure the efficient and transparent management.
- 4.6 To supervise setting up a control system for financial reports and reliability of audit evidence.
- 4.7 To appoint the subcommittees to be adequate and appropriate of its duties to support the Board in their responsibility as well as to consider the composition of the subcommittees and any significantly changes that may affect their performance.
- 4.8 To oversee disclosure of information regarding good governance, sustainable development, financial reports and important matters in accordance with the rules and regulations of relevant regulatory bodies, accurately, completely and timely.
- 4.9 To oversee selection of directors and set up the efficient succession plan of the top executives.
- 4.10 To appoint or delegate any power to any other person(s) to conduct the Company's business subject to the control of and within the time frame as may be specified by the Board.
- 4.11 To oversee assessing the performance of the Board and subcommittees annually.
- 4.12 To approve connected parties transactions and any transactions in compliance with the laws and regulations specified by all regulatory agencies such as OIC, SEC, etc., to prevent transactions that may have a conflict of interest.
- 4.13 To approve the acquisition and disposition of assets and any transactions in compliance with the laws and regulations specified by all regulatory agencies such as OIC, SEC, etc., to prevent transactions that may have a conflict of interest.
- 4.14 To approve a significant matter submitted by the management such as business plan, budget or any project that the transaction value is greater than the authority of the management.
- 4.15 To approve the criteria for annual special bonus payment for the employees.
- 4.16 To appoint the Company Secretary to ensure that the Board and the Company perform their duties in accordance with related laws and relevant rules and regulations.

## 5. Board of Directors' Meetings

- 5.1 The Board holds at least 7 meetings a year which one meeting is the non-executive directors meeting. All meetings will be scheduled at the beginning of the year. The extraordinary meetings are allowed if required.
- 5.2 The Chairman of the Board and the senior executive shall determine the meeting agenda. In case the Chairman is not an independent director, the Board of Directors shall appoint one independent director to participate in determining the meeting agenda. Directors and executives can propose the agenda of the meeting.
- 5.3 The Chairman of the Board or the director authorized by the Chairman of the Board shall call the meeting.
- 5.4 The Company Secretary is responsible for sending the meeting invitation and supporting documents to all members not less than 7 days before the date of meeting, except in the case of emergency.
- 5.5 At the meeting of the Board, there shall be not fewer than one-half of the total number of directors to constitute a quorum.
- 5.6 In the case the Chairman is unable to perform his duty, the directors attending the meeting shall elect a director to preside over the meeting.
- 5.7 There must be at least two-thirds of the total number of directors present at the meeting that resolutions are passed with a majority vote. The protestation shall be recorded in the minutes of the meeting if there is any director vote against a resolution of the meeting.
- 5.8 The director with a vested interest in the issue under consideration shall be excused and/or abstain from voting.
- 5.9 The Company Secretary is responsible for recording the minutes of the meeting within 7 days after the meeting and notifying the meeting resolutions to relevant parties for acknowledgment.

## 6. Remuneration of Directors

- 6.1 The directors shall receive remuneration that is suitable for their duties and responsibilities.
- 6.2 The Remuneration, Nomination and Sustainable Development Committee shall annually consider and review a policy of the remuneration payment and propose to the Board and the shareholders meeting for approval.

## 7. Performance Evaluation

- 7.1 The directors are required to evaluate their performance annually.
- 7.2 The performance evaluation of the Board consists of self-assessment (individual), self-assessment (entire Board), and subcommittees assessment.
- 7.3 The assessment process and result shall be disclosed in the annual report.

## 8. Directors Training and Development

- 8.1 The Company encourages all members of the Board to attend various training and seminar courses beneficial to their responsibilities.
- 8.2 A newly appointed director shall be provided with the directors' handbook and the annual report of the Company to be able to perform his/her duty as director completely.

This Charter shall come into force as from 7 November 2023.

*Suchin Wanglee*  
(Mr. Suchin Wanglee)  
Chairman of the Board