

## Board of Directors Charter

The Board of Directors of the Navakij Insurance Public Company Limited (the “ Company” ) 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.

### Structure of the Board of Directors

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.

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.

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.

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.

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.

### Qualifications of the Board of Directors

1. Directors shall be qualified and do not have prohibited characteristics as specified in relevant laws, including the Public Limited Company Act, the Securities and Exchange Act, the Insurance Act, and other relevant laws, such as being of legal age, not being bankrupt, incompetent, or quasi-incompetent, never having been sentenced to imprisonment by a final judgment for an offense related to property

obtained through corruption, never having been punished by dismissal or removal from government service or a government organization or agency on the grounds of corruption in performing duties.

2. Directors shall be a person who is honest, integrity and ethical in doing business, has morality and responsibility, is mature, and adheres to principles and professional standards.

3. Directors must be able to have fair judgment, make decisions with information and reason, and be independent from management and other interested groups.

4. Directors must be able to devote sufficient time to the Company in which they are directors and perform duties and responsibilities carefully.

5. Directors must have skills, knowledge, abilities, and experiences that are beneficial and in line with business strategies include knowledge of the Company's business, property insurance, corporate management, risk management, auditing, internal control, finance and accounting, investment, and information technology.

6. Other qualifications that the Board of Directors deems appreciate.

#### **Qualifications of the independent directors**

Independent directors must have qualifications as announced by the Securities and Exchange Commission and other relevant announcements as follows:

1. Independent directors can hold shares not exceeding 1% of the total number of voting shares of the Company, the head company, a subsidiary company, an associated company, a major shareholder or a controlling person of the Company, including shares held by related persons.

2. Independent directors must not be or having been a director who participates in the management of the Company, an employee, a staff member, a salaried consultant, or a person with the authority to control the Company, the head company, a subsidiary, an associated company, a subsidiary of the same level, or a major shareholder or a person with the authority to control the Company, unless the status has expired for at least 2 years.

3. Independent directors must not be a person related by blood or by legal registration as a father, mother, spouse, sibling, and child, including the spouse of a child, of another director, executive, major shareholder, person with controlling authority, or a person to be proposed as a director, executive, or person with controlling authority of the Company or subsidiaries.

4. Independent directors must not having or having had a business relationship with the Company, the head company, a subsidiary company, an associated company, a major shareholder or controlling person of the Company in a manner that may obstruct the exercise of independent judgment, including not being or having been a significant shareholder or controlling person of a person with a business relationship with the Company, the head company, a subsidiary company, an associated company, a major shareholder or controlling person of the Company, unless such relationship has ended for no less than 2 years prior to the date of appointment.

Business relationships under paragraph one include normal business transactions for business operations, renting or leasing real estate, transactions related to assets or services, or providing or receiving financial assistance by accepting or lending, guaranteeing, providing assets as collateral for debts, including other similar behaviors, which result in the Company or the contracting party having a debt burden that must be paid to the other party of at least 3% of the Company's net tangible assets or at least 20 million Baht, whichever amount is lower. In considering such debt burden, debt burdens incurred during the period of 1 year prior to the date on which the business relationship with the same person began shall be included.

5. Independent directors must not be or having been an auditor of the Company, the head company, a subsidiary company, an associated company, a major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of an audit office in which an auditor of the Company, the head company, a subsidiary company, an associated company, a major shareholder or controlling person of the Company are affiliated, unless the status have been expired for no less than 2 years prior to the date of appointment.

6. Independent directors must not be having been a provider of any professional services, including legal advisory services or financial advisory services that receive a service fee exceeding 2 million Baht per year from the Company, the head company, a subsidiary company, an associated company, a major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider, unless the status have been expired for no less than 2 years prior to the date of appointment.

7. Independent directors must not be a director appointed to represent the Company's directors, major shareholders, or shareholders who are related to major shareholders.

8. Independent directors must not engage in a business of the same nature and in significant competition with the business of the Company or subsidiaries, or not being a significant partner in a partnership, or being a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or holding more than 1% of the total share with voting rights of another company, which is engaged in a business of the same nature and in significant competition with the business of the Company or subsidiaries.

9. There are no other characteristics that make them impossible to express independent opinions regarding the Company's operations.

#### **Term of Directorship**

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.

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. 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.

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.

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

1. To perform duties in accordance with the objects, the Articles of Association of the Company, and the resolutions of the shareholders' meeting in good faith and with due care to preserve the greatest interests of the Company.

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.

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. To approve the organizational structure that maintain a balance of power between supervisory and management functions.

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.

6. To supervise setting up a control system for financial reports and reliability of audit evidence.

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.

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.

9. To oversee selection of directors and set up the efficient succession plan of the top executives.

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.

11. To oversee assessing the performance of the Board and subcommittees annually.

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.

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.

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.

15. To approve the criteria for annual special bonus payment for the employees.

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.

#### **Authority of the Board of Directors**

1. Appoint and remove the subcommittees, Chief Executive Officer and President including delegate authorities to them.

2. Appoint and remove the company secretary

3. Approve directions and strategic goals of the Company

4. Approve significant policies of the Company

5. Approve the receipt or cancellation of credit limit in the amount that exceeds the authority of the Executive Board

6. Approve the sale of equity instruments and/or debt instruments in the amount that exceeds the authority of the Investment Committee

7. Approve the acquisition and investment in fixed assets in the amount that exceeds the authority of the Executive Board

8. Approve the reconditioning, destruction and write-off fixed assets and intangible assets in the amount that exceeds the authority of the Executive Board

9. Approve the conciliation, the arbitration, the complaint, the prosecution and/or the litigation on behalf of the Company of which the capital exceeds the authority of the Executive Board

10. Approve the remuneration of the advisor to the Executive Board, the Chief Executive Office and the President

11. Delegate authority of the Board to the management, executives or other persons to act on behalf of the Board of Directors

12. Invite the management and related staffs give explanations and opinions, attend the meeting or submit documents as deemed necessary

### **Roles and duties of the Chairman**

1. The Chairman of the Board, as the leader of the Board of Directors, has the duty to supervise, monitor and ensure that the Board of Directors performs duties effectively and achieves the main objectives of the organization.

2. Ensure that all directors are involved in promoting an ethical corporate culture and good corporate governance.

3. Call meetings of the Board of Directors and set agendas for Board meetings by discussing with the CEO and the President, with measures to ensure that important matters are included in the meeting agenda.

4. Be the Chairman of the Board of directors' meeting and cast the deciding vote in the event of an equal number of votes at the meeting.

5. Be the Chairman of the shareholders' meeting of the Company and control the meeting to be in accordance with the Company's regulations, the specified agenda, and cast the deciding vote in the event of a tie vote at the meeting.

6. Allocate sufficient time for management to present matters and for directors to thoroughly discuss important issues. Encourage directors to exercise careful judgment and express their opinions independently.

7. Strengthen good relationships between executive and non-executive directors and between the Board and management.

8. Perform any other duties as prescribed by law to be the duties of the Chairman.

### **Board of Directors' Meetings Regulations**

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.

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.

3. The Chairman of the Board or the director authorized by the Chairman of the Board shall call the meeting.

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. At the meeting of the Board, there shall be not fewer than one-half of the total number of directors to constitute a quorum.

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.

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.

8. The director with a vested interest in the issue under consideration shall be excused and/or abstain from voting.

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.

#### **Remuneration of Directors**

1. The directors shall receive remuneration that is suitable for their duties and responsibilities.

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.

#### **Performance Evaluation**

1. The directors are required to evaluate their performance annually.

2. The performance evaluation of the Board consists of self-assessment (individual), self-assessment (entire Board), and subcommittees assessment.

3. The assessment process and result shall be disclosed in the annual report.

#### **Directors Training and Development**

1. The Company encourages all members of the Board to attend various training and seminar courses beneficial to their responsibilities.

2. The Company provides orientation and prepares the Company's information for a newly appointed director such as the directors' handbook, business goals, overall business operations and the annual report of the Company to be able to perform their duty as director completely.

This Charter shall come into force as from 12 November 2024

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