

---

**BOARD OF DIRECTORS CHARTER**  
**THORESEN THAI AGENCIES PUBLIC COMPANY LIMITED**

---

## **1. INTRODUCTION**

The Board of Directors (the "Board") of Thoresen Thai Agencies Public Company Limited (the "Company") strongly believes that good corporate governance will enhance the Company's performance and is central to achieving the Company's principal objective of maximising shareholder value.

The Board is responsible, by law, for governing the Company's business conduct and responsible to all the Company's stakeholders.

Management is responsible for the Company's day-to-day operations. The Board's role is to ensure that management operates in the Company's best interests and its stakeholders by working to elevate the Company's economic value.

The relationship between the Board and management is one of partnership. Whereas the President and Chief Executive Officer is responsible to the Board for day-to-day management in relation to operations, decision making, and implementation, the Board provides strategic oversight tactical recommendations, monitors implementation and results.

### **Objective**

In cooperation with management, it is the intention of the Board to conduct the Company's affairs with determined effort to achieve performance excellence, taking into account the prevalent and future risk environment. Strategic direction and decisions should be consistent with the Company's statement of Vision, Mission, and Code of Business Conduct and in accordance with good corporate governance practices.

## **2. BOARD STRUCTURE**

- 2.1 The Board shall comprise no less than seven members and no more than fourteen members, and its quorum shall be not less than half of all directors.
- 2.2 The Board is to comprise of: 1) Executive directors of not more than one-fourth of all directors; 2) Independent non-executive directors of not less than one-third of all directors and no less than three directors; and 3) other non-executive directors. Independent directors will comprise persons of requisite qualifications and experience who can bring quality and fair judgments, free of bias, to all issues. They may be people from any professions judged fit to be a director by the Nomination and Remuneration Committee, which is charged by the Board to propose qualified persons as new appointments of directors.
- 2.3 The Chairman of the Board must be a non-executive director and the Chairman of the Board and Chief Executive Officer shall not be the same person. The President and Chief Executive Officer can be the same person.
- 2.4 One-third, or the proportion closest to one-third, of all directors shall vacate office at each Annual General Meeting of Shareholders. Directors holding the longest terms shall vacate office first. If an agreement for vacating office cannot be reached among directors, a lot drawing shall be adopted. Any director vacating office on due term can be re-elected.
- 2.5 A director position shall become vacant upon the member's resignation, retirement, removal, or disqualification.
- 2.6 In the event that any member wishes to resign from the Board or any of its Committee, the resigning member shall notify the Board at least one month's notice in writing, with reason.
- 2.7 The Board shall fill any vacancy in the Board or any of subcommittees within one month, and in any event, no later than two (2) months.
- 2.8 The Company Secretary is to be the secretary to the Board.
- 2.9 On appointment, each director shall receive information about the Company and be advised of the legal, regulatory, and other obligations of a director of a listed company on the Stock Exchange of Thailand.
- 2.10 Directors may request for independent professional advice, as appropriate, at the Company's expense.

### **3. AUTHORITIES, DUTIES, AND RESPONSIBILITIES**

The Board's roles and responsibilities are clearly delineated. The Board's involvement should cover the following:

#### 3.1 Strategies, Business Plans, and Budget

- 3.1.1 Review and discuss management's proposed strategic options and approve major decisions in respect of strategic direction and policy.
- 3.1.2 Review and approve management's initiated annual business plans and capital expenditure budget, other performance goals, and major initiatives central to the achievement of the goals.

#### 3.2 Authorities

- 3.2.1 The Board shall vest in the President and Chief Executive Officer the authorities to initiate, commit, and approve payments for all expenditures approved in the business plans and capital expenditures budget. Compliance is required with the Level of Authorities, which delineates cascading level of authorities.
- 3.2.2 The Board grants the President and Chief Executive Officer a discretionary expenditure limit to initiate expenditures or projects outside of the approved business plans and capital expenditure budget.

For a major initiative costing over the discretionary expenditure limit of the President and Chief Executive Officer, the Board shall review the case prior to approving management's proposals.

- 3.2.3 All investment proposals over and above an agreed ceiling shall come to the Board for review and approval.

All financial transactions over the agreed limits of the President and Chief Executive Officer shall be approved by Executive Committee or the Board depending on the Level of Authorities.

#### 3.3 Monitoring

- 3.3.1 Monitor the progress of various strategic corporate initiatives, including human resources initiatives, which could materially impact the achievement of the Company's strategy or significantly change strategy.
- 3.3.2 Monitor performance against goals and budgetary control at least every quarter and where results fall short, discuss corrective actions. Such goals should be broadly based covering short as well as longer term and include among others key performance indicators and competitor comparisons.

#### 3.4 Human Resources

- 3.4.1 Review with management and approve the human resources vision and strategy and management development plans.
- 3.4.2 Review with management and approve the Company's remuneration strategy in relation to its ability to attract and retain high potential staff, including special incentives to senior executives.
- 3.4.3 Review and approve key management succession plans with the President and Chief Executive Officer in respect of finding the most suitable and qualified potential replacements.
- 3.4.4 Review and approve performance-oriented incentives.
- 3.4.5 Ensure that the Company has an executive management team with the appropriate skills, competency, knowledge, and experience to effectively and successfully run the Company.
- 3.4.6 Ensure that there is an effective process for evaluating the performance of senior executives.
- 3.4.7 Appraise the performance of the President and Chief Executive Officer according to the annual objectives of the Company. Reward or remove on basis of performance.
- 3.4.8 Find and appoint successor of the President and Chief Executive Officer.
- 3.4.9 Establish terms and conditions for employment of the President and Chief Executive Officer.

- 3.5 Integrity Oversight
  - 3.5.1 Foster corporate culture, review and approve the Company's Statement of Vision, Mission, Code of Business Conduct, Corporate Governance Policy, Anti-Corruption Policy and Measurement, and ensure its communication to all levels within the Company.
  - 3.5.2 Approve quarterly and annual financial reports and ensure high quality financial reporting to shareholders.
  - 3.5.3 Oversee internal audit process as an important control function.
  - 3.5.4 Ensure that external financial auditors perform their work effectively by continually evaluating their performance, and by the nomination of suitable financial auditors, including making sure that there is a process in submitting the financial statement from the external financial auditors and opinion of the external financial auditors to the Board within four months after the end of an accounting period.
  - 3.5.5 Ensure that effective risk management and appropriate systems and processes are sufficiently in place to identify, assess, monitor, and manage major risks.
  - 3.5.6 Ensure an effective system of controls is in place for reliability and integrity of information, compliance with policies and procedures, and with applicable laws and regulations, safeguarding of assets and economical and efficient use of resources.
  - 3.5.7 Ensure there is capital adequacy, including an appropriate capital assessment process for present and future business.
  - 3.5.8 Address potential conflict of interest issues and situations.
  - 3.5.9 Protect and enhance the reputation of the Company.
- 3.6 Information Technology (IT) Oversight
  - 3.6.1 Monitor the IT Governance to be aligned with the relevant law and standards.
  - 3.6.2 Consider the policies and procedures relevant to cyber and IT risk management and risk mitigation.
  - 3.6.3 Encourage the use of innovation and technology in business strategy and operation to strengthen the business competitiveness of the Company.
- 3.7 Communications with Stakeholders and the Public
 

Ensure the Company has proper systems in place to communicate effectively with its stakeholders and the public and monitor their application.
- 3.8 Subcommittees
  - 3.8.1 Establish the Excom Committee, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Governance Committee, the Sustainable Development Committee and such other Board committees as may be required from time to time to assist the Board in fulfilling its responsibilities.
  - 3.8.2 Consider and approve functions and responsibilities of subcommittees, changes in their composition, and changes that significantly affect the subcommittees' duties.
- 3.9 Board's effectiveness
 

Establish the Board's performance evaluation criteria practices, and assess regularly its own effectiveness.

#### **4. MEETING**

- 4.1 Meetings of the Board are targeted to held every two months, with the minimum frequency of once every three months. And there may be extra meetings as deemed appropriate. All directors are expected to attend every meeting, except under unavoidable circumstances, with a minimum of each director's attendance at Board meetings at eighty percent per year.
- 4.2 The Chairman or any two one of the members can call the meeting.
- 4.3 The other directors and the executive officers of the Company (and of its group companies) may attend meetings of the Board only on invitation.
- 4.4 To call a meeting, written notice with information given the date, the time, the venue, and the agenda must be delivered to the Board members at least seven days before the date of meeting, provided that any member may waive the requirement for notice or accept shorter notice of any meeting.
- 4.5 In addition to on-site meetings, the Board meetings may be conducted by means of telephone or audio-visual conferencing or other methods of simultaneous communication by electronic, telegraphic, or other means by which all persons participating in the meeting are able to hear and be heard at all times by all other participants.

- 4.6 The quorum for Board meetings requires a majority of the total number of the Board members physically attending the meeting.
- 4.7 All Board decisions shall be made via a simple majority of the votes cast. In the event that the votes are tied, the Chairman of the Board shall have the deciding vote.
- 4.8 In the event that the Chairman is unable to attend the meeting, the Board members shall elect one of the attending members to chair the meeting.
- 4.9 In all of the meetings, if any of the Board members have duties or special assignments that results in interest or benefit in the matter being considered, such member shall refrain from voting in that matter.
- 4.10 The minutes of Board meetings shall be circulated to all Board members for approval.

## **5. REPORTING**

The Board shall provide an annual performance report to shareholders in Form 56-1 One Report.

## **6. REMUNERATION**

- 6.1 The Board provides authority to the Nomination and Remuneration Committee to design and set up the policy for both monetary and non-monetary remuneration packages. The process for remuneration will be transparent, responsible, appropriate, and comparable with industry standards. The remuneration shall be the amount approved by the shareholders' meeting.
- 6.2 The members of the Board who attend the Board meeting(s) either in person or by means of telephone or audio-visual conferencing or other methods as specified in item 4.5 shall be eligible for meeting fees in their capacity as Board members.

## **7. SELF-ASSESSMENT**

The Board shall undertake an annual self-assessment of the Board's performance on group and individual basis. The Board will consider the results of the assessment for future improvements.

This Charter is approved by the Board of Directors on 27 February 2023



Mr. Prasert Bunsumpun  
Chairman of the Board of Directors

**Board of Directors Charter**  
**Thoresen Thai Agencies Public Company Limited**

<b>Revision Record</b>			
<b>Version No.</b>	<b>Date</b>	<b>Created/Modified by</b>	<b>Description and Reason for Change</b>
01	21 December 2011	Corporate Affairs	Initial Copy
02	7 March 2019	Corporate Affairs	Added item 3.6 Information Technology (IT) Oversight to comply with the CG Code 2017 issued by the The Securities and Exchange Commission, Thailand (SEC)
03	28 February 2020	Corporate Affairs	Amended to align with the revised Anti-Corruption Policy and Measures
04	27 February 2023	Corporate Affairs	Amended item 4 MEETING, added item 5. REPORTING, item 6. REMUNERATION, and item 7. SELF-ASSESSMENT to align with the good corporate governance.