

## Charter of the Board of Directors

### 1. Objectives

The Board of Directors serves as the representative of the shareholders and thus plays a crucial role in creating corporate value as well as delivering returns on investment to the shareholders. Generally, the Board of Directors delegates the execution of operations to the management. Therefore, the primary responsibilities of the Board of Directors can be divided into two areas:

- 1) Establishing the company's direction, policies, and business strategies to ensure that the company operates in a manner that maximizes benefits for both the company and its shareholders.
- 2) Monitoring the management's performance to provide checks and balances and being accountable for the company's results to the shareholders.

In addition, the Board of Directors has authority and responsibilities as stipulated by law, the company's Articles of Association, and the resolutions of shareholders' meetings. Key details are set out in Section 5 concerning the Board's authority and responsibilities.

### 2. Composition and Appointment of the Board of Directors

Shareholders are the individuals who approve the appointment of Company Directors.

The Board of Directors consists of a Chairman, a Vice Chairman (if any), and Directors. The number of members shall be appropriate to the size and efficient operation of the company. In total, there shall be no fewer than five members, and no fewer than half of the Company Directors must have their domicile in Thailand. The Board shall include directors who are genuinely independent from management and free from any business or other relationships that may influence their independent discretion. At least one-third of the total number of directors, but no fewer than three persons, must be independent. The Chairman of the Board of Directors and the Chief Executive Officer must not be the same person.

The appointment of Company Directors shall be in accordance with the Articles of Association of the Company and related laws. In this regard, it shall be transparent and distinct. The consideration must include the educational background and professional experience of the individual. The information provided shall be adequate to support the decision-making process of the Board of Directors and shareholders.

### 3. Qualifications of the Board of Directors

- 1) Company Directors must be individuals with knowledge and ability, honesty and integrity in business operations, and have sufficient time to dedicate such knowledge and abilities to perform duties for the Company.
- 2) Company Directors must have the required qualifications and must not be prohibited by laws concerning public limited companies and other relevant laws. Furthermore, Company Directors must not have characteristics that demonstrate unsuitability to be entrusted with managing a business with public shareholders, as specified by the Capital Market Supervisory Board.

- 3) Company Directors can hold directorships in other companies, provided that such positions do not obstruct the performance of their duties as the Directors of the Company and that they comply with the guidelines of the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"). However, if a Company Director holds positions in other companies whose shares are listed on the Stock Exchange of Thailand ("Listed Companies"), the number of such listed companies in which each Director may serve must not exceed four.
- 4) Company Directors must not operate any business that is of the same nature as, or in competition with, the Company's business. This includes serving as partners in an ordinary partnership, partners with unlimited liability in a limited partnership, or as directors of private companies or other companies that operate businesses of the same nature and compete with the Company's business, whether for their own benefit or for the benefit of others, unless such matters have been informed to the shareholders' meeting prior to their appointment.
- 5) Independent Directors must possess the qualifications for independence as specified by the Capital Market Supervisory Board and in accordance with the qualifications required for Audit Committee members, as set forth in the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand regarding the qualifications and scope of duties of the Audit Committee. Independent Directors must be able to safeguard the interests of all shareholders equally and must avoid conflicts of interest. Furthermore, Independent Directors must be able to attend Board of Directors' meetings and provide independent opinions.

#### **4. Tenure**

- 1) The Nomination and Remuneration Committee shall be responsible for recruiting and nominating individuals who meet the qualifications set out in this charter to serve as members of the Board of Directors. Such nominated individuals shall be presented to the Board of Directors and/or the Shareholders' Meeting (as the case may be) for submission to the shareholders' meeting for consideration and election.
- 2) The term of office for a company director shall be three years. Upon expiration of the term, a director may be considered for re-election to continue serving as a director.
- 3) In the event of appointing a director to fill a vacancy for reasons other than expiration of the term, the Nomination and Remuneration Committee shall select an individual who meets all qualifications specified in this Charter and does not have any prohibited characteristics under the law, and nominate such individual to the Board of Directors for appointment at the next Board meeting, unless the remaining term of the vacated directorship is less than two months. The director appointed in this case shall hold office only for the remainder of the term of the director being replaced.
- 4) At each Annual General Meeting of Shareholders, one-third of the total number of directors at that time shall retire from office. If the number of directors cannot be divided exactly into three equal parts, the number retiring shall be the closest whole number to one-third. Directors who retire from office may be re-elected. For the first and second years after the company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the longest-serving directors shall be the ones to retire.
- 5) An independent director may serve for consecutive terms totaling no more than nine years.

6) In addition to the expiration of the term as mentioned above, a Company Director shall cease to hold their position in the following cases:

- (1) Death
- (2) Resignation
- (3) Loss of qualification to serve as a director of the company, or having prohibited characteristics under the Public Limited Companies Act, or exhibiting traits that indicate unsuitability to be entrusted with managing a business with public shareholders, as specified in the Securities and Exchange Act (including amendments) and relevant announcements of the Securities and Exchange Commission.
- (4) Failure to meet the qualifications for serving as a director as set forth in this Charter.
- (5) A resolution of the shareholders' meeting to remove a director from office (with at least three-fourths (3/4) of the shareholders present and entitled to vote, representing not less than one-half of the total shares held by shareholders present and entitled to vote).
- (6) A court order for removal.

Any director wishing to resign shall submit a resignation letter to the company, and such resignation shall take effect from the date the company receives the letter.

## **5. Scope of Authority and Responsibility**

### 5.1 Authority and Responsibility of the Board of Directors

In addition to the primary duty as representatives of the shareholders, the authority and responsibilities of the Board of Directors are also stipulated by applicable laws, the Articles of Incorporation, and resolutions passed at the shareholders' meetings, which include the following actions:

- 1) Perform duties with responsibility, carefulness, and honesty, with consideration for the Company's maximum benefits, and comply with applicable laws, the Company's objectives and regulations, as well as any resolutions of the Shareholders' meeting. In this regard, any agenda requiring approval from the Shareholders' meeting before execution — such as operations that are legally required to obtain Shareholders' approval, related-party transactions, and the acquisition or disposal of significant assets — must be strictly adhered to.
- 2) Determine and approve the vision, mission, goals, guidelines, policies, and approval authority framework for the operations, business plans, and budgets of the Company and its subsidiaries, as well as oversee, supervise, and monitor the management and performance of the management teams of both the Company and its subsidiaries to ensure compliance with the established policies, work plans and budgets efficiently and effectively in accordance with business policies.
- 3) Consider approving the appointment of individuals who are qualified and do not possess any prohibited characteristics as specified in the Public Company Limited Act B.E. 2535, the Securities and Exchange Act, and other relevant rules and/or regulations to hold the position of Director. This shall apply in the event that the position becomes vacant for any reason other than the expiration of the term, unless the remaining term of the Director is less than two months.
- 4) Consider appointing Independent Directors based on their qualifications and the absence of any prohibited characteristics as specified in the Securities and Exchange Act, the notifications of the

Capital Market Supervisory Board, and relevant notifications, rules and/or regulations of the Stock Exchange of Thailand (SET); or propose the appointment of Independent Directors of the Company to the Shareholders' Meeting for further consideration and approval.

- 5) Consider appointing the Audit Committee with the qualifications as specified in the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, and the relevant notifications, rules, and/or regulations of the Stock Exchange of Thailand (SET).
- 6) Consider appointing the Executive Committee by selecting from the Directors and/or management of the Company or its subsidiaries, as well as defining the scope, authority, obligations and responsibilities of the Executive Committee.
- 7) Consider appointing other sub-committees and as well as defining their scope, authority, obligations and responsibilities to assist in the operation of the Board of Directors.
- 8) Consider appointing the CEO or the top Management of the Company, and the Company Secretary who has the qualifications as specified by law and consider setting the remuneration of the CEO or the Top Management.
- 9) Consider determining and changing the names of the Directors who are authorized to sign on behalf of the Company.
- 10) Appoint other persons to operate the Company under the supervision of the Board of Directors or authorize such persons to have the authority and/or within the time period specified by the Board of Directors, which the Board of Directors may cancel, revoke, change or amend such authority later. In this regard, the authorization must be made by the resolution of the Board of Directors and recorded in the meeting minutes. The scope of authority granted to the authorized persons must be clearly specified.
- 11) Consider approving the acquisition and sale of assets and/or related party transactions, except when such transactions require approval by the Shareholders' Meeting. In this regard, such approval shall be in accordance with the notifications of the Capital Market Supervisory Board and/or the notifications, rules and/or regulations of the Stock Exchange of Thailand (SET).
- 12) Consider approving the interim dividend payment to shareholders when the Company has sufficient profit to do so, and report the dividend payment for acknowledgement at the next Shareholders' Meeting.
- 13) Prepare the annual report of the Board of Directors, along with the consolidated and separate financial statements of the Company as of the end of the accounting period which have been audited by the auditor to show the financial status and performance of the preceding year, and propose them to the Shareholders' Meeting for consideration and approval.
- 14) Consider selecting and commenting on the list of auditors of the Company, its subsidiaries, and/or joint ventures, as well as determining the appropriate remuneration as proposed by the Audit Committee before proposing them to shareholders at the Annual General Meeting for consideration and approval.
- 15) Take action to make the Company, its subsidiaries, and/or joint ventures implement an appropriate and efficient accounting system, as well as establish effective internal control and internal audit systems.

- 16) Consider establishing a risk management policy for the entire organization and oversee the implementation of risk management systems or processes, with appropriate supporting measures and control methods to reduce the impact on the business of the Company and its subsidiaries.
- 17) Establish the corporate governance policy and the anti-corruption policy covering all aspects of the Company, its subsidiaries, and/or joint ventures. These policies must be in writing and align with good governance principles, at least in accordance with the guidelines set by the Stock Exchange of Thailand (SET) and/or the Capital Market Supervisory Board. Such policies shall be applied efficiently to ensure that the Company and its subsidiaries act responsibly and fairly toward all relevant stakeholders.
- 18) Company Directors are responsible for reporting their own interests and those of related persons to the Company for acknowledgement. The Company shall also require the reporting of interests from the Management and their related persons, as well as from the Directors and Management of its subsidiaries and their related persons.
- 19) Authorize one or more Company Directors or any other person to perform certain actions on behalf of the Board of Directors under the supervision of the Board of Directors, or may delegate such authority to such persons as deemed appropriate by the Board of Directors and within the timeframe deemed appropriate by the Board of Directors. The Board of Directors may cancel, revoke, modify, or amend such authorization as deemed appropriate. Such authorization must not grant authorized person the power to consider and approve any transaction in which they or any person who may have a conflict of interest, vested interest, or any other form of conflict of interest with the Company, its subsidiaries, or joint ventures, as defined in the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any other relevant regulatory authority, unless it is the approval of a transaction that is in accordance with the policies and criteria already considered and approved by the Board of Directors.
- 20) Supervise the disclosure of the roles and responsibilities of the Board of Directors and sub-committees, including the number of meetings held and the number of times each Director attended meetings in the preceding year, and report on the performance of the Board of Directors and all sub-committees.
- 21) Support the Directors and Management of the Company and its subsidiaries in attending courses and seminars organized by the Thai Institute of Directors related to their roles and responsibilities.
- 22) Follow up on and supervise the management and operations of the Company, its subsidiaries, and/or joint ventures (mutatis mutandis) to be in compliance with the Company's policies, laws related to business operations, as well as the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, and regulations of the Stock Exchange of Thailand, mutatis mutandis, to the extent that they do not contradict or conflict with other laws.
- 23) Consider appointing representatives as Directors and Management in the subsidiaries and/or joint ventures, at least in proportion to the shareholding ratio in the subsidiaries and/or joint ventures of the main business, unless there are legal restrictions, conditions related to co-investment with the government sector, or other cases as stipulated by the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, and regulations of the Stock Exchange of Thailand. In this regard, the appointed or proposed Directors and Management of the subsidiaries must possess the qualifications, roles, obligations, and responsibilities as specified by relevant laws and shall not have any characteristics indicating a lack of trustworthiness as defined in the notifications of the Capital

Market Supervisory Board concerning untrustworthy characteristics of the Directors and Management of the Company.

- 24) In the event that a subsidiary agrees to enter into a transaction related to the person connected to the subsidiary or a transaction involving the acquisition or sale of its assets, in accordance with the criteria set forth in the notifications of the Capital Market Supervisory Board and/or the notifications of the Stock Exchange of Thailand (as the case may be), the Company and the subsidiary shall comply with the specified criteria and the procedures prescribed in such notifications before conducting the transaction, mutatis mutandis. The subsidiary shall comply with these criteria and the procedures in the same manner as if the Company were conducting the transaction itself.  
In this regard, such transaction shall be approved by a resolution of the Board of Directors and/or Shareholders' meeting of the Company in accordance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand. The Company and its subsidiaries shall consider the size of the transaction in comparison with the Company's consolidated financial statements.
- 25) Monitor the subsidiaries and/or joint ventures to disclose important information, such as their financial status and operating results, related party transactions and transactions that may involve a conflict of interest, the acquisition or disposal of significant assets, and any other material items that are not in the ordinary course of business. In this regard, the disclosure of such information must be adequate, complete, and accurate, and must be made within the timeframe specified by the Company and in compliance with the requirements of the relevant authorities.
- 26) The Board of Directors must provide the subsidiaries and/or joint ventures that operate the main business with an internal control system that is appropriate and comprehensive enough to prevent fraud that may occur within the subsidiaries and/or joint ventures. Additionally, the subsidiaries and/or joint ventures should establish a clear work system to demonstrate that they have an adequate system for the consistent and reliable disclosure of information regarding significant transactions in accordance with prescribed criteria. There must also be channels that enable the Company's Director and Management to efficiently obtain information from the subsidiaries and/or joint ventures for monitoring and supervising their operational performance and financial status, transactions between the subsidiaries and/or joint ventures and their directors and/or management, as well as other significant transactions of the subsidiaries and/or joint ventures. Furthermore, the Board of Directors must provide the subsidiaries and/or joint ventures with examination mechanisms for such work systems. The Company's internal audit team and independent directors must be able to access relevant information directly, and the results of such examinations must be reported to the Audit Committee and the Board of Directors. This is to ensure that the subsidiaries and/or joint ventures comply with the established systems efficiently and regularly.
- 27) The Board of Directors must oversee the Company's operations to ensure compliance with the Code of Conduct. This oversight also includes sustainability-related risks and opportunities (ESG: environmental, social, and governance) and climate change issues, including but not limited to the following:
  - (1) Promote, support, and drive all levels of management and employees of the Company and its subsidiaries to strictly adhere to the Company's Code of Conduct.

- (2) Define procedures to prevent and address repeated violations of the Company's Code of Conduct, and supervise supervisors, responsible units, or assigned departments in implementing these procedures to prevent the recurrence of such incidents in the future.
- (3) Establish whistleblowing measures for reporting violations of the Company's Code of Conduct, promote awareness of the importance of reporting among individuals who witness such violations, and encourage them to report to the Company.
- (4) Establish a Sustainability and Risk Management Committee as a sub-committee with direct responsibility for overseeing and controlling the operations of the Company and/or its subsidiaries in accordance with the principles of sustainable development and effective risk management, particularly regarding climate-related risks and opportunities, which are key factors affecting the Company's business operations.
- (5) Consider issues related to sustainability, corporate governance, monitoring, and the management of environmental, social, and governance (ESG) factors, as well as climate change. Drive their practical implementation and foster collaboration with internal and external stakeholders in executing projects within the framework of sustainability and risk management.
- (6) Define the acceptable risk appetite, especially for sustainability (ESG) and climate-related risks, and drive the relevant sub-committees to closely oversee these risks.

28) The Board of Directors has the authority to appoint a Chairman of the Advisory Board, an Advisor, or an Advisory Board of the Board of Directors, and to determine their remuneration, allowances, welfare, amenities, and other expenses as deemed appropriate.

In the event that any person is appointed as the Chairman of the Advisory Board, the Advisor, or the Advisory Board of the Board of Directors, information about such individuals, including their independence and absence of any conflict of interest, should be disclosed in the annual report.

## 5.2 Authority and Responsibility of the Chairman of the Board of Directors

- 1) Act as the Chairman of the Board of Directors meetings, effectively control such meetings, and cast the deciding vote in the event of a tie.
- 2) Supervise, monitor, and ensure that the Board of Directors performs its duties efficiently and accomplishes the organization's objectives and main goals.
- 3) Ensure all company directors participate in fostering an ethical corporate culture and good corporate governance.
- 4) Set the agenda for the Board of Directors' meetings in consultation with the Chief Executive Officer, with measures in place to ensure that important matters are included.
- 5) Allocate sufficient time for Management to present matters and for the Directors to discuss key issues thoroughly and comprehensively, while encouraging the Directors to exercise prudent discretion and express their opinions freely and independently.
- 6) Communicate important information to the Board of Directors for their acknowledgement
- 7) Foster and maintain good relationships between executive and non-executive directors, as well as between the Board of Directors and Management.

## 6. Meeting

- 1) Board meetings are scheduled at least four times per year, with dates set in advance for the entire year. Additional special meetings may be convened as needed. At least one meeting each year shall be held exclusively for non-executive directors, without management participation.
- 2) The Chairman of the Board of Directors and the Chairman of the Executive Committee will oversee and approve the meeting agendas.
- 3) The Company Secretary is responsible for sending the meeting invitations along with the agenda and supporting documents to the directors at least 7 days in advance so that they have sufficient time to review the materials before the meeting.
- 4) The Chairman of the Board of Directors presides over board meetings and is responsible for allocating sufficient time for each agenda item, allowing directors to independently discuss and express their opinions on important issues, while fairly considering the interests of shareholders and stakeholders.
- 5) In board meetings, any director who has a significant conflict of interest in a matter under consideration must recuse themselves from the discussion and leave the meeting during that time.
- 6) Resolutions shall be passed by a majority vote, and if any directors oppose a resolution, their objections shall be recorded in the minutes of the meeting.
- 7) In considering any matter, directors have the right to access and inspect relevant documents, or to request that the relevant management attend the meeting to provide additional clarification.
- 8) The Company Secretary is responsible for taking notes and preparing the minutes of the meeting within 14 days, maintaining records of minutes and supporting documents, monitoring and supporting the Board of Directors to perform their duties in accordance with applicable laws, regulations, and shareholders' resolutions, as well as coordinating with relevant parties.

## 7. Quorum

At a meeting of the Board of Directors, not less than two-thirds of the total number of directors must be present to constitute a quorum.

At the time the Board of Directors passes a resolution at the meeting, not less than two-thirds of the total number of directors must be present.

In the case of an agenda item for the consideration and approval of a matter in which any director has a conflict of interest, such director must leave the meeting during its consideration—for example, an agenda item for the consideration and approval of a related party transaction. At the time the Board of Directors passes the resolution on that agenda, the number of directors required to be present shall be no less than the number specified in paragraph two minus the number of directors who have a conflict of interest and are required to leave the meeting during consideration of the matter.

In the event that the Chairman of the Board is absent from the meeting or unable to perform duties, the Vice Chairman, if present, shall preside over the meeting. If there is no Vice Chairman, or if the Vice Chairman is absent or unable to perform duties, the directors who are present shall elect one among themselves to act as chairman of the meeting. Decisions of the meeting shall be made by a majority vote.

Each director shall have one vote, except that a director with a conflict of interest in any matter shall have no right to vote on that matter. In the event of a tie, the chairman of the meeting shall have the casting vote.

## **8. Performance Evaluation and Reporting**

The performance evaluation of the Board of Directors shall be conducted annually and is divided into two (2) categories: the evaluation of individual directors and the evaluation of the Board of Directors as a whole.

The Board of Directors shall prepare a performance evaluation report to serve as supporting information for the Board's opinions.

## **9. Review and Improvement of the Charter**

The Board of Directors will review this Charter annually and propose any amendments or changes as deemed appropriate for the Board of Directors' consideration and approval.

**This charter shall be effective from May 23, 2025 onwards.**

### **Committees**

**Absolute Clean Energy Public Company Limited**