

## Corporate Board of Directors Charter

### Polynet Public Company Limited

The Board of Directors will select a person who has qualifications and does not have prohibited characteristics as specified. and proposed to the Board of Directors' meeting and / or the shareholders' meeting ( as the case may be ) to consider appointing such person as a director of the Company for maximum benefit to the company and in accordance with good corporate governance guidelines

#### 1. Composition

1.1 Board of Directors Must consist of at least five ( 5 ) directors and not less than half of the total number of directors must reside in the Kingdom of Thailand. However, the director does not have to be a shareholder of the company.

1.2 The Board of Directors will select a person who is qualified and does not have prohibited characteristics as specified and presents to the Board of Directors meeting and / or the shareholders' meeting ( as the case may be ) to consider appointing such person to be a member of the Board of Directors. for maximum benefit to the company and in accordance with good corporate governance guidelines

1.3 The Board of Directors must consist of Independent directors at least one-third ( 1/3 ) of the total number of directors, but not less than three ( 3 ) persons. In this regard, independent directors and members of the Audit Committee must have complete qualifications in accordance with the announcement of the Capital Market Supervisory Board and the requirements of the Securities and Exchange Commission. Requirements of the Stock Exchange of Thailand and related laws There is also a scope of duties and Responsibilities as specified by the Stock Exchange of Thailand

1.4 The Board of Directors may consist of Executive Directors, Non-Executive Directors, Independent Directors.

1.5 The Board of Directors will elect one director. from non-executive directors chairman and the chairman must be an independent director. and in case the Board of Directors deems it appropriate One or more directors may be elected to be the vice chairman of the board. However, the chairman of the board cannot be the same person as the chief executive officer.

1.6 The Board of Directors appoints the Company Secretary. may be a director or other persons as the Board of Directors deems appropriate To assist the Board of Directors with regards to scheduling meetings. Preparing the agenda Delivery of meeting documents and recording of meeting minutes

## 2 . Features

- 2.1 Limited Company Act B.E. 2535 ( including amendments ) , the Securities and Exchange Act B.E. 2535 ( including amendments ) or the rules prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand as well as not having any characteristics that indicate a lack of suitability to be entrusted with managing a publicly held business as specified by the Office of the Securities and Exchange Commission.
- 2.2 knowledgeable honesty and experiences that are beneficial to the Company's business operations, with determination and ethics in conducting business
- 2.3 Can exercise honest discretion independent of management and other interested parties
- 2.4 able to devote time to the company that he or she can serve as a director adequately and pay attention to perform duties in accordance with their responsibility
- 2.5 A director must not operate a business of the same nature and in competition with the business of the Company. or become a partner in an ordinary partnership or a partner with unlimited liability in a limited partnership or being a director of another company operating a business of the same nature and in competition with the business of the Company Or being an employee, staff, consultant who receives a regular salary or holding more than 1 % of the total number of shares with voting rights of any other company operating a business of the same nature. And it is in competition with the business of the Company or its subsidiaries. Regardless of such participation will act for the benefit of oneself or others Unless notified to the meeting However, company directors can hold directorship positions in other companies, provided that this does not hinder the performance of duties of the company 's directors and must be in accordance with the guidelines set by the Office of the Securities and Exchange Commission. Securities and Exchange Commission and the Stock Exchange of Thailand
- 2.6 For any company director holding the position of independent director The aforementioned director must possess independent director qualifications as specified in the Notification of the Capital Market Supervisory Board No. TorChor . which has been amended ) and which may be announced in the future

### 3. Scope of powers , duties and responsibilities

- 3.1 Perform duties in accordance with the law, objectives, regulations of the company. resolutions of the Board of Directors and resolutions of the shareholders' meeting with responsibility, caution and honesty.
- 3.2 Determine the details and approve the vision, mission, business strategy. direction of business Business Policy, Target, Guidelines, Operational Plan and budget of the company and its subsidiaries as prepared by the Executive Committee and the Management
- 3.3 Supervise the management and performance of the Executive Committee. Chairman of the Board Chief Executive Officer, management or any person assigned to perform such duties To be in accordance with the vision, mission, business strategy. direction of business Business Policy, Target, Guidelines, Operational Plan and the budget set by the Board of Directors
- 3.4 Follow up on the company's performance and its subsidiaries continuously in order to comply with the company's operational plan and budget
- 3.5 operate the company and its subsidiaries have applied appropriate and efficient accounting systems. Including establishing an internal control system and an internal audit system that is sufficient and effective, including setting up a process to assess the suitability of the Company's internal control system. and its subsidiaries regularly, under the presentation of the Audit Committee.
- 3.6 Arrange for a balance sheet and profit and loss statement at the end of the Company's fiscal year. and its subsidiaries and sign to certify such financial statements. To present to the shareholders at the annual general meeting for approval and arrange for the submission of the audited annual financial statements to the Stock Exchange of Thailand within the period required by law. and arrange for the preparation and submission of quarterly financial statements that have been reviewed by an auditor to the Stock Exchange of Thailand within the period required by law.
- 3.7 Consider setting a risk management policy to cover the entire organization. and supervise to have a system or process for risk management with supporting standards and control methods to reduce the impact on the Company's business. appropriate and sufficient. Under the presentation of the Audit Committee
- 3.8 To consider and approve the selection and appointment of auditors and consider appropriate remuneration as proposed by the Audit Committee before presenting to the annual general meeting of shareholders. for approval

- 3.9 Establish a written corporate governance policy and effective implementation of such policy. to ensure that the Company Be responsible to all stakeholders with fairness.
- 3.10 Consider and approve the appointment of qualified persons who do not have prohibited characteristics as specified in the Act. Public Company Limited B.E. 2535 ( including amendments ) , Securities and Exchange Act B.E. \_\_\_\_\_. In the event that a director's position becomes vacant due to reasons other than retirement by rotation and consider approving the appointment of directors to replace those who retired by rotation and determination of directors' remuneration to be presented to the meeting. shareholders for approval.
- 3.11 consider and propose compensation (both monetary and non-monetary) as well as other benefits of the Board of Directors to be appropriate. Both remuneration at a fixed rate ( such as remuneration for meeting allowances ) and remuneration according to the company's performance ( such as gratuity bonus ) in connection with the consideration of the remuneration of the Board of Directors must take into account the value that the company Build for shareholders but not at a level that is too high to cause a focus on short-term performance. Including considering the remuneration based on the size of the business, the responsibilities of the Board of Directors and comparing with the remuneration of other listed companies in the same business and similar size companies to propose to the shareholders' meeting for approval. go
- 3.12 Appointment of sub-committees including the Audit Committee Board of Directors or any other sub-committees and determine the authority and duties of such sub-committees To assist and support the performance of duties of the Board of Directors. and consider the remuneration (both monetary and non-monetary) including other benefits to be appropriate Both fixed rate remuneration ( such as meeting allowance ) and remuneration according to the company's performance ( such as gratuity bonus ) for sub-committees ( not more than the total amount approved by the shareholders )
- 3.13 Consider the appointment and remuneration of the Chief Executive Officer and Company Secretary. Including authorizing the Chief Executive Officer to appoint executives as defined by the Securities and Exchange Commission. or the Capital Market Supervisory Board and consider the remuneration of such executives
- 3.14 To consider and approve spending money for investments, operations, borrowing or applying for any credit from financial institutions, as well as being a guarantor for normal business operations of the Company, its subsidiaries, including its affiliates without limit under the regulations of the company

Including relevant regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board.

- 3.15 To consider and approve the connected transactions and/or entering into various transactions between the Company 2535 ( including amendments ) , including relevant regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, and consider approving Principles concerning trade agreements with general trading conditions for entering into transactions between the Company and its subsidiaries and directors, executives or related persons. To set a framework for the management to have the power to carry out such transactions within the framework and scope of relevant laws and regulations.
- 3.16 Provide appropriate channels for communicating with each group of shareholders and supervise disclosure of information to ensure that it is accurate, clear, transparent, reliable and of the highest standards.
- 3.17 Ensuring that appropriate disclosures are made about persons with conflicts of interest. stakeholders and those involved correctly, completely, appropriately, within the specified timeframe. And in accordance with and in accordance with the relevant laws, announcements, rules and regulations.
- 3.18 Determine the management and management structure of subsidiaries and associated companies in order for the Company to Able to effectively control the management and be responsible for the operations of subsidiaries and associated companies.
- 3.19 Appoint a person to hold a position as a director or executive of a subsidiary or associated company. In the amount at least according to the shareholding in the subsidiary and the scope of duties and responsibilities of the appointed directors and executives is clearly defined. This includes clearly defining a framework for discretionary powers. Voting in the Board of Directors' Meeting of Subsidiaries or Associated Companies on Important Matters which must be obtained prior approval from the Board of Directors In order to have management control in accordance with the company's policies and transactions in accordance with the law. This includes the disclosure of financial information. performance of related transactions and the acquisition or disposition of significant assets to ensure that they are complete and accurate
- 3.20 To consider and approve the interim dividend payment
- 3.21 Determine and amend the names of directors authorized to sign to bind the Company in accordance with the Company's regulations.

- 3.22 Seek professional opinions from external organizations if necessary. to make appropriate decisions
- 3.23 Supervise the operations of the company. To be effective and protect any interests related to all stakeholders
- 3.24 Organize a shareholders' meeting as an annual general meeting within four ( 4 ) months from the end of the Company's accounting period. and arrange a meeting of the Board of Directors at least every three ( 3 ) months
- 3.25 Prepare the annual report of the Board of Directors and responsible for the preparation and disclosure of the Company's financial statements and its subsidiaries To show the financial status and performance of the company. and its subsidiaries in the past year and presented to the shareholders' meeting for consideration and approval.
- 3.26 Evaluate the performance of the whole committee. as well as assessing the performance of individual committee members in order to review their performance, problems and obstacles each year In order to be able to use the assessment results to develop and improve operations in various areas.
- 3.27 Responsible for the implementation of personal data protection laws. This is done through regulators. Including having a duty to consider and approve policies and internal operating procedures that include details, procedures, and operational procedures in any particular matter related to the protection of personal data of the Company .
- 3.28 To supervise and supervise the management and operations of the Company and its subsidiaries in accordance with the Company's policies, securities laws, Laws relating to the prohibition of bribery or there is fraud and corruption as well as relevant announcements, regulations and rules of the Capital Market Supervisory Board Securities and Exchange Commission and the Stock Exchange of Thailand such as making connected transactions and acquisition or disposal of important assets as long as they are not contrary to or inconsistent with other laws, including having an internal control system and adequate and appropriate internal auditing
- 3.29 Directors must not use inside information of the Company. which has not yet been disclosed to the public for personal gain, including securities trading
- 3.30 Directors must not take any action that may cause a conflict of interest and must notify the Company. Acknowledgment of their relationship or interest in such transaction and must not be involved in the consideration including having no authority to approve such transactions or transactions

3.31 The Board of Directors can authorize and / or assign other persons to perform specific tasks on their behalf. The delegation or sub-delegation of power is within the scope of the power of attorney given and / or in accordance with the rules, regulations or orders set by the Board of Directors and / or the Company. and the responsibilities of the Board of Directors shall not be in the form of delegation of authority or sub-delegation that allows the Board of Directors or the person authorized by the Board of Directors to approve transactions that they or persons may have conflicts of interest ( as defined in the Notification of the Board of Directors Securities and Exchange Commission and / or the announcement of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or relevant agencies ) may have interest or may benefit in any manner or may have other conflicts of interest with the Company or subsidiaries of the Company Except for the approval of transactions that are in accordance with the policies and criteria approved by the shareholders' meeting or the Board of Directors, and approval of transactions that are in line with normal business and normal trade conditions. This is in accordance with the announcement of the Securities and Exchange Commission and / or the announcement of the Capital Market Supervisory Board and / or the Stock Exchange of Thailand and / or related agencies.

3.32 Review the Board of Directors Charter at least once ( 1 ) a year.

#### 4 . Appointment and tenure

4 .1 The appointment of the Board of Directors is in accordance with the Company's Articles of Association. and relevant legal requirements It must be considered and approved by the meeting.

4 .2 Board of Directors and the shareholders' meeting. It must be transparent, clear and must have a history of education and experience. professional practice of that person

4 .3 At every annual general meeting of shareholders One-third ( 1/3) of all directors shall retire from office. If the total number of directors cannot be divided into three ( 3) equal parts The number of retiring directors shall be closest to one-third ( 1/3) . The retiring directors may be re-elected.

4 .4 In case of appointment of independent directors An independent director may hold office for a term of not more than nine consecutive ( 9 ) years from the date of first appointment as an independent director In the case of appointing such independent director to remain in office The Board of Directors shall reasonably consider such necessity.

4 .5 In addition to retirement by rotation Director vacates office when

- 1) dead

- 2) resign
- 3) Lack of qualifications for being a director of the company or having prohibited characteristics under the law on public limited companies, regulations and notifications issued under the law or according to the company's regulations
- 4) The shareholders' meeting passed a resolution to retire from office .
- 5) The court ordered retire

4 . 6 Any director who wishes to resign from the position must submit a resignation letter. by making a written notification to the Board of Directors and the resignation shall be effective from the date on which the Company received a resignation letter

## 5 . Meeting

5 .1 The Board of Directors must meet at least four ( 4 ) times a year. Meeting dates must be set in advance and, if necessary, special meetings may be held.

5 .2 In every meeting call The Company Secretary, in consultation with the Chairman of the Board of Directors and the Chief Executive Officer, will set the meeting agenda in advance. and must submit various supporting documents of that meeting to each director at least seven ( 7 ) days in advance so that the directors have sufficient time to study the information in advance before attending the meeting. Except in case of urgent necessity to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be set.

however in delivering the meeting invitation letter and meeting documents to all directors. The company secretary may send it via electronic mail instead. The Company Secretary must keep a copy of the meeting invitation letter and meeting documents as evidence. which may be considered to be stored in electronic form

5 .3 The Chairman of the Board of Directors is the person who calls the meeting of the Board of Directors or if two ( 2 ) or more directors request to call the meeting of the Board of Directors. The Chairman of the Board of Directors shall schedule the date of the meeting within fourteen ( 14 ) days from the date of request.



5.4 In order for the Board of Directors' meeting to have as many directors as possible, the company A circular letter informing the schedule of the Board of Directors' meetings for the following year will be sent to each director in advance before the end of each year.

5.5 The quorum of the Board of Directors Must consist of not less than half of the total number of directors of the company to constitute a quorum. Voting in the meeting of the Board of Directors shall be based on the majority vote of the directors attending the meeting. If any director has an interest in any agenda, that director has no right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote. The Chairman of the Board of Directors acts as the meeting chairman. In the event that the Chairman of the Board of Directors is absent from the meeting or is unable to perform his duty The directors present at the meeting shall elect one director to act as the chairman of the meeting.

In this regard, the meeting of the Board of Directors It can be a meeting via electronic media. by the said meeting The meeting must be conducted through a control system that has a security process according to the announcement of the Ministry of Digital Economy and Society on Security Standards of Meetings via Electronic Media B.E. 2563 and other related regulations. Including providing video and audio recordings. Including electronic traffic information throughout the meeting. by picture and sound including saved electronic traffic data shall also be regarded as part of the minutes of the meeting.

5.6 In case the person holding the position of chairman is not an independent director More than half of the composition of the Board of Directors must be independent directors. Or the Board of Directors may appoint another independent director to jointly determine the agenda of the Board of Directors' meeting. to create a check and balance between the Board of Directors and the management Comply with the principles of good corporate governance for listed companies.

5.7 The company secretary or person assigned by the Board of Directors Be the person to record the meeting and prepare the minutes of the meeting. and presented the minutes of such meeting to the Board of Directors for their acknowledgment in the next Board meeting.

5.8 Each director must attend at least 75 percent of the meeting. of the total number of board meetings held during the year except in case of necessity

## 6 . Subcommittees

The Board of Directors may appoint one or several committees to support the Board of Directors' operations. The Board of Directors will approve the appointment of sub-committee members. issuing sub-committee charters to prescribe various regulations related to the composition of sub-committees or defining the scope of duties and responsibilities as well as other matters related to such subcommittees. As the Board of Directors deems appropriate. Each year, the Board of Directors will review the charter of each sub-committee.

## 7 . Remuneration

The Board of Directors will determine the remuneration structure by specifying both monetary and non-monetary remuneration. The remuneration process must be transparent and suitable for duties and responsibilities and equal to the standards of the same business by considering from The Company's performance is important. must be approved by the shareholders' meeting

## 8 . Skill enhancement and training

The Company encourages the Board of Directors to develop appropriate skills. Go through various processes on a regular basis, such as training and assessment, etc.

This Board of Directors Charter Approved by the Board of Directors Meeting No. 1/2022 on February 25, 2022 and effective from February 25, 2022.

Approved by Chaiyaporn Nitaswarakul

( Mr. Chaiyaporn Nitaswarakul)

Chairman of the audit committee