



## Charter of the Board of Directors

Nirvana Development Public Company Limited

(Revised Version of the year 2023)

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## 1. Definition

“the Company”	refers to Nirvana Development Public Company Limited
“Board of Directors”	refers to Board of Directors of Nirvana Development Public Company Limited
“Director”	refers to Director of Nirvana Development Public Company Limited
“Chairman”	refers to Chairman of Nirvana Development Public Company Limited
“Chief Executive Officer”	refers to Chief Executive Officer of Nirvana Development Public Company Limited

## 2. Objectives

The Board of Directors, being the representative of the shareholders, has important roles in determining direction, policies, goals, and strategies on the business operation in order to generate the returns on investment and maximum benefit to the shareholders, including a significant role in supervising and monitoring the operation of the Management to ensure that the operation complies with the policies, goals, and strategies. In addition, the Board of Directors also has authority and responsibility as stipulated in the laws, the Company's Articles of Association, and resolutions of the shareholders' meetings.

## 3. Composition

- 3.1 The Board of Directors consists of the number of directors which shall be in accordance with that stipulated by the shareholders' meeting in which not less than 3 persons or one third of the total number of directors (whichever is higher) must be independent directors and the number of directors of not less than 3 persons is representatives from the major shareholder. Not less than half of the directors shall be residents of the Kingdom.
- 3.2 The Board of Directors shall elect one of the directors to serve as the Chairman of the Board of Directors and may also elect among themselves to serve as the Vice Chairman of the Board of Directors and other positions as deemed appropriate.
- 3.3 The Chairman of the Board of Directors must not be the same person as the Chairman of the Executive Committee and the Chief Executive Officer to create a clear separation of roles and the balance of power in operation.
- 3.4 The Chief Executive Officer is appointed as an ex officio director of the Board of Directors.

## 4. Qualifications

### 4.1 Director

- 1) Having of the qualifications of a company director and possesses no prohibited characteristics under Public Limited Companies Act, the Securities and Exchange Act, and relevant laws.

- 2) Having knowledge, capabilities, integrity and business ethics and sufficient time dedicated to the Company.
- 3) Having a capacity of leadership and be able to supervise the administration of the Management efficiently and effectively.
- 4) Every director must not hold directorship of more than 5 listed companies. In addition, directors who are executives shall not hold directorship of other listed companies apart from the group company more than 3 listed companies. In case a member of Board of Directors holding the office of a directors more than 5 listed companies at the given time, Board of Directors shall evaluate the efficiency of his function as such director.

**4.2 Independent directors** in addition to qualifications according to 4.1, independent directors must have the qualifications required by the Capital Market Supervisory Board as follows;

- 1) Holding not more than 1 percent of the total voting shares of the Company, its holding companies, subsidiaries, associate companies, major shareholders or entities with controlling authority. Shareholding of that independent director's relevant persons shall be included.
- 2) Not or not used to be directors involving in management, employees, advisory employees with salary, or entities with controlling authority of the Company, its holding companies, subsidiaries, associate companies, similar level subsidiaries, major shareholders, or entities with controlling authority of the Company, unless such characteristics have lapsed for at least 2 years before being appointed.
- 3) Not persons who have connection by blood or legal registration under the status of father, mother, spouse, sibling, and child, including the child's spouse, of other directors, executives, major shareholders, entities with controlling authority, or persons who are being nominated for appointment as directors, executives, or entities with controlling authority of the Company and its subsidiaries.
- 4) Have or used to have none of business relationship with the Company, its holding companies, subsidiaries, associate companies, major shareholders, or authorized persons of the Company in such a manner that may hinder them to exercise their independent discretion, and have not been or used to be shareholders with significant stakes or entities with controlling authority of those who have business relationship with the Company, its holding companies, subsidiaries, associate companies, major shareholders, or entities with controlling authority of the Company, unless such characteristics have lapsed for at least 2 years before being appointed.

The business relationship in paragraph one includes normal trading transactions for the purpose of business operations, rental or lease of immovable property, transaction related to assets or services or granting or receiving financial assistance by receiving or giving loans, guarantee, using assets as debt collateral, including other equivalent acts that result in the

Company or the party to a contract thereof being liable to pay the other at an amount of 3 percent or more of the net tangible asset of the Company or of Baht 20 million or more, whichever is lower. The calculation of such liabilities shall be in accordance with the method of connected transaction calculation specified in the Capital Market Supervisory Board's Notification: Re Criteria on Undertaking Connected Transactions, mutatis mutandis, with the liabilities occurring during the 1 year period prior to the date of business relationship with the same person being included.

- 5) Not or not used to be auditors of the Company, its holding companies, subsidiaries, associate companies, major shareholders, or entities with controlling authority, and have not been shareholders with significant stakes, entities with controlling authority, or partners of audit firms having auditors of the Company, its holding companies, subsidiaries, associate companies, major shareholders and entities with controlling authority, except in case such characteristics have lapsed for at least 2 years before being appointed.
- 6) Not or not used to be persons rendering any professional services, including legal advisory service or financial advisory service with the service fee thereof exceeding Baht 2 million per year from the Company, its holding companies, subsidiaries, associate companies, major shareholders, or entities with controlling authority of the Company, and not shareholders with significant stakes, entities with controlling authority, or partners of those professional service providers, except in case such characteristics have lapsed for at least 2 years before being appointed.
- 7) Not directors who are appointed as representatives of directors, major shareholders, or shareholders with a relationship to major shareholders of the Company.
- 8) Not undertaking a business of the same nature and in significant competition with those of the Company or its subsidiaries, nor being a significant partner of a partnership or an executive director, employee, staff member, advisory employees with salary, or shareholder with over 1 percent of the total voting shares of other companies undertaking business of the same nature and in significant competition with those of the Company or its subsidiary.
- 9) Not having any other characteristic that may hinder the exercise of his/her independent judgment about the Company's business operations.

## 5. Appointment, terms of office, and expiration

### 5.1 Appointment

- 1) The appointment of directors shall be in line with the laws, the Company's Articles of Association, and relevant laws, which must be handled with transparency and clarity.

- 2) In case of a vacancy in the Board of Directors from a reason of the expiration of the directors' terms of office, the meeting of shareholders shall consider an appointment of directors in which the resolution of appointment must be approved by a majority vote of the shareholders who are present and voting.
- 3) In case of a vacancy in the Board of Directors for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who has the qualifications and possesses no prohibited characteristics under law to be the substitute at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than 2 months. The substitute director shall hold office only for the remaining term of office of the director whom he/she replaces. The resolution of appointment of the substitute director must receive the votes of not less than three-fourths of the remaining directors.
- 4) Nomination and Remuneration Committee shall select and nominate a qualified person by considering the Board diversity, which considers a variety of professional skills, specialization, gender, race, religion, age for a director to the Board of Directors. The Board of Directors shall consider and appoint a director to replace the vacancy or nominate to the shareholders' meeting for an appointment.

## 5.2 Terms of office

- 1) At the annual general meeting of shareholders, one third of the directors, or if their number is not multiple of three, then the number nearest to one-third must retire from the office.
- 2) The directors who shall retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. However, a retiring director is eligible for re-election.
- 3) Each of the independent directors has terms of the office not more than 3 consecutive terms or not more than 9 years.

## 5.3 Expiration

- 1) Apart from retirement from the office upon the expiry of his/her term in office, a director shall vacate office upon:
  - 1.1) Death
  - 1.2) Resignation
  - 1.3) Lack of the qualifications of a company director or possession of prohibited characteristics under Public Limited Companies Act, the Securities and Exchange Act, and relevant laws.
  - 1.4) Removal by a resolution of a shareholder meeting
  - 1.5) Removal by a court order

- 2) Any director intending to resign shall submit a resignation letter to the Company. The resignation takes effect as from the date on which the resignation letter reaches the Company. The director having resigned under paragraph one may also notify the Registrar of his resignation.
- 3) In the case where directors vacate office en masse, the outgoing Board of Directors shall remain in office to serve as the acting Board of Directors in furtherance of the operation of the business of the Company to the extent necessary until the new Board of Directors takes office, unless otherwise ordered by the Court in the case where the Board of Directors vacates office in accordance with the Court's order.

The outgoing Board of Directors must cause to be held a meeting of shareholders for electing a new Board of Directors within 1 month as from the date of the vacation of office and, for this purpose, send shareholders a written notice summoning a meeting not less than 14 days prior to the date of the meeting and advertise the meeting invitation in newspaper not less than 3 days prior to the meeting in which the advertisement must be done for 3 consecutive days.
- 4) A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of the term, with the votes of not less than three-fourths of the number of shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.

## 6. Scope of authority, duties, and responsibilities

- 6.1 Performing duties within the scope of the laws, the Company's Articles of Association, as well as the resolutions of the shareholders' meeting with duty of loyalty, duty of care, accountability, and ethic by taking interests of all shareholders into account equally.
- 6.2 Setting vision, missions, policies, strategies, and goals of the Company, including the approval of operation policies and direction proposed by the Management and the supervision of the Management's administration to be in accordance with vision, missions, policies, strategies, and goals with the aim to increase economic value and wealth of shareholders by taking all stakeholders into account.
- 6.3 Formulating structures and determining procedures in order to ensure that the proceedings will be done in compliance with regulatory requirements, the articles of association, the resolutions of the Board and shareholders' meetings and ethical standards, in good faith and with due care.
- 6.4 Supervising to prevent the issue of conflict of interests between the stakeholders of the Company.
- 6.5 Supervising the administration and operating performance of the Management or any other person assigned to execute to be in accordance with the policies set by the Board of Directors of the Company.

- 6.6 Monitoring and evaluating the performance of the Management in order to achieve the strategies and be in line with budgets approved by the Board of Directors of the Company.
- 6.7 Providing the disclosure of information to all shareholders and all groups of stakeholders accurately, completely, reliably, timely, transparently, and equally.
- 6.8 Providing a policy of good corporate governance based on the principles of good governance in writing and encouraging the communication to everyone in the Company to realize and comply with seriously. Policy on corporate governance shall be reviewed consistently in order to ensure that the operation of the Company must follow the principles of good corporate governance and be responsible for all stakeholders fairly. In addition, procedures of connected transaction shall be clear and transparent pursuant to the laws, regulations, and relevant requirements.
- 6.9 Reviewing and revising policies and important plans to be up-to-date and appropriate for business conditions on a regular basis.
- 6.10 Providing accounting system, financial reporting, and supervising the evaluating process of internal control and internal audit to be efficient and effective.
- 6.11 Providing appropriate and effective risk management procedures which can be measureable, monitored and managed significant risks.
- 6.12 Preparing succession plans for the succession of senior executives of the Company.
- 6.13 Considering the approval of the acquisition or the disposal of assets, investment, and any operation to be in compliance with the laws, notifications, requirements, and related regulations.
- 6.14 Considering the approval of connected transactions of the Company to be in accordance with the laws, notifications, requirements, and related regulations.
- 6.15 Seeking professional opinions regarding business operation, if necessary, by hiring external consultants with the expenses of the Company for appropriate decision making.
- 6.16 Appointing sub-committee members and having the power to appoint the chairman of sub-committee to support the performance of the Board of Directors as appropriate and necessary by tracking the performance of the sub-committee members on a regular basis.
- 6.17 Appointing a qualified person to hold the position of Chief Executive Officer in case of a vacancy in Chief Executive Officer position.
- 6.18 Appointing a Company secretary to supervise activities of the Board of Directors and help the Board of Directors and the Company to be in compliance with the laws and relevant regulations.

## 7. Meetings

- 7.1 The Board shall hold regular meetings at least once every three months at the location where the head office of the Company is located or any other place in the Kingdom of Thailand, meetings of the board of directors may be conducted through electronic media in accordance with electronic conferencing laws. In such case, it shall be deemed that the Company's head office is the venue of



the meeting. The annual meeting schedule shall be established in advance. There may be extraordinary meetings as deem appropriate.

- 7.2 When there is reasonable cause or in order to protect the interests of the Company, at least two directors may jointly request the chairman of the board of directors to propose meeting of the board of directors and shall specify the matters and reasons that will be proposed to the meeting for consideration. The chairman of the board shall summon the board of director's meeting and schedule the date of the meeting within fourteen (14) days from the date of receipt of the request. In the case where the chairman of the board of directors fails to proceed in accordance with paragraph one, the requesting directors may jointly summon and schedule the meeting of the board of directors to consider the matters requested within fourteen (14) days from the expiry of the date specified in paragraph one.
- 7.3 The board of directors' meeting shall be summoned by the chairman of the board. In summoning a meeting of the Board of Directors, the chairman of the Board of Directors or the person entrusted shall send a written notice to summoning a meeting to directors not less than 3 days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified through electronic media or by other means and an earlier date of the meeting may be fixed. If there is no chairman of the board of directors, meetings of the board of directors shall be summoned by the vice chairman of the board of directors. If there is no vice chairman for any reason, at least two (2) directors may jointly summon a meeting of the board of directors.
- 7.4 At a meeting of the Board of Directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the Chairman of the Board of Directors is not present at the meeting or is unable to perform the duty, a Vice Chairman, if any, shall preside over the meeting. If there is no Vice Chairman or there is a Vice Chairman but the Vice Chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.
- 7.5 In casting votes, each director shall have one vote, provided that any director who has any interest in a particular matter may not vote on such matter. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote.
- 7.6 In considering a matter, the directors have the right to see or check related documents and ask relevant executives to attend the meeting to provide additional information in detail.
- 7.7 The Company secretary or an assigned person shall take and prepare the minutes of a meeting.

## 8. Reporting

The Board of Directors shall report the responsibilities of the Board of Directors in the preparation of financial reports by showing together with the auditor's report to the shareholders in the form of annual

registration statement and Form 56-1 One Report of the Company with the details, at least, required by the laws, requirements, and related regulations.

**9. Performance assessment**

9.1 The performance assessment of the Board of Directors shall be conducted every year which could be classified into 2 types as follows;

- 1) The assessment on the overall Board of Directors performance.
- 2) The assessment on the performance of each director individually (self-assessment).

9.2 The Company secretary shall conduct assessment form, a summary of assessment, an analysis of approaches to improve performance and report the assessment results to the Board of Directors, as well as reveal the said assessment results in Form 56-1 One Report

**10. Remuneration**

10.1 Bonus and compensation of directors set by the shareholders' meeting.

Directors have the rights to collect remuneration from the Company in the form of gratuity, attendance fee, pension bonus, or other benefits as stipulated in the Company's Articles of the Association; or the right for consideration by the shareholders who fix the amount and set the criterion periodically as to be effective until changed. Moreover, allowance and welfare as per the Company regulations are allowed as well.

The executive directors receive no remuneration for their services in a Board and subcommittee.

10.2 Nomination and Remuneration Committee (if any) shall consider the appropriate remuneration for the Board of Directors and propose to the Board of Directors' meeting for consideration prior to propose to the shareholders' meeting for approval.

Announced on December 15, 2023



( Mr. Vichien Jearkjirm )

Chairman

Nirvana Development Public Company Limited