

Peace and Living Public Company Limited

Charter of the Board of Directors

The board of directors of Peace and Living Public Company Limited (“the **Company**”) recognizes the importance of operating its business under the Good Corporate Governance set by the Stock Exchange of Thailand to drive the organization towards sustainable success and to build confidence among shareholders and all stakeholders. The board of directors will perform their duties responsibly and honestly, with due care, and will protect interests of the Company.

The board of directors has therefore established this charter to ensure that the board of directors understand their roles and responsibilities. This charter is to be also used as standards of conduct guiding directors perform their duties efficiently and effectively, and in line with the Company’s direction.

1 Composition of the Board of Directors

- 1.1 It is not required that a director is a shareholder of the Company.
- 1.2 The board of directors consists of at least five directors, and at least half of the total number of the directors must reside in Thailand.
- 1.3 At least one-third of the total number of the board of directors must be independent directors, and there must be at least three independent directors.
- 1.4 The board of directors will appoint one non-executive director as a chairperson of the board of directors, and may appoint at least one other director as a vice-chairperson of the board of directors.
- 1.5 The Company has a policy that the chairperson of the board of directors shall not be the same person as a chief executive officer.
- 1.6 Election of directors shall observe the regulations of the Company, as well as applicable provisions and laws. Selection of directors must be transparent and clear, and based on an individual's knowledge, capability, and experience, supplied

with details sufficient and useful for decision making of the board of directors and shareholders.

2 Qualifications of the Board of Directors

- 2.1 A director must have knowledge, capability, and experience that will be beneficial to the business operation. A director must also have honesty, integrity, and conduct business ethically, and must have sufficient time to devote to the Company knowledge and capability, and to fully perform duties for the Company.
- 2.2 A director must have qualifications and must not have any prohibited characteristics as specified by the Public Limited Companies Act and the Securities and Exchange Act, or in the notification of the Securities and Exchange Commission. Additionally, a director must not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the Securities and Exchange Commission.
- 2.3 A director cannot engage as a partner or a director in a business or in other juristic person of same nature and is in competition with the Company, whether it be doing so for their own benefit or the others, unless such engagement is notified at a meeting of shareholders prior to the appointment.
- 2.4 A director must notify the Company without delay if he or she has an interest in any contracts entered into by the Company, whether directly or indirectly, or if he or she has an increase or a decrease in the number of shares or debentures the Company or its subsidiary.
- 2.5 An independent director must be independent from control of executives and major shareholder, and must have no involvement or interest in the finance and management. In addition to qualifications required of a director of the Company, an independent director must have additional qualifications as specified in the relevant notification of the Capital Market Supervisory Board.

- 2.6 Each director can serve in a maximum of five SET- listed companies, where appropriateness of a position and business conditions of a company are considered.
- 2.7 A director must be able to devote sufficient time to a company in which he or she is a director, and must be able to meticulously perform their duties according to their responsibilities.
- 2.8 After being appointed as an independent director, the independent director may be assigned by the board of directors to make decision about business operation of the Company, its subsidiaries, major shareholders, or the person with controlling authority of the Company in the form of collective decision.

3. Term of Office of the Board of Directors

- 3.1 At every annual general meeting of shareholders, one-third of directors must retire from office. If the number is not a multiple of three, the number of directors nearest to one-third must retire. In the first and second year after the Company was listed a public limited company, a lot drawing will be used to decide which director must vacate office. In the following years, a director with the longest tenure will vacate office first.
- 3.2 A director who has retired by rotation may be re-elected for one more term.
- 3.3 Apart from retirement by rotation, a director retires from office upon:
- 1) death,
 - 2) resignation,
 - 3) lacking qualifications or possessing prohibited characteristics as specified by the Public Limited Companies Act and/or the Securities and Exchange Act,
 - 4) removal by resolution of a shareholders' meeting, by a vote of not less than three-fourths of the number of shareholders who are present at the meeting,

entitled to vote, and whose shares represent a total of not less than a half of the number of shares held by the shareholders attending the meeting and having the right to vote,

5) removal pursuant to a court order.

3.4 If a director wishes to resign before their term of office ends, the director must notify the Company at least thirty days in advance by submitting a letter informing the chairperson of the board of directors of a reason so that the board of directors will appoint an individual having complete qualifications as specified in this charter to replace the resigning director. The resigning director may also inform the Public Company Registrar of their resignation.

3.5 If a director position becomes vacant due to any reason other than the rotation, the board of directors shall elect an individual having characteristics specified by the Public Limited Companies Act to serve as a substitute director at the next meeting of the board of directors unless the remaining term of office of said director is shorter than two months. In such a case, the substitute director will hold office only for the remaining term of office of the director whom he or she replaces.

3.6 An independent director may serve as a director for a maximum of nine consecutive years, starting from the date first appointed as an independent director. However, if the term of an independent director is to be prolonged beyond nine years, the board of directors will reasonably consider the necessity thereof.

4. Scope of Authority, Duties, and Responsibilities of the Board of Directors

The board of directors has power, duties, and responsibilities to manage and operate the Company so that it complies with the law and be in line with the Company's objectives, regulations, as well as resolution of a shareholders' meeting. The board of directors maintains honesty, protects interests of the Company and all shareholders, and has the following authorities, duties, and responsibilities.

- 4.1 To arrange a board meeting at least once every three months.
- 4.2 To prepare a balance sheet and a profit and loss statement of the Company at the Company's financial year end. After examined by an auditor, the balance sheet and the profit and loss statement will be submitted at a shareholders' meeting for consideration and approval.
- 4.3 To set the Company's objectives, main goals, visions, missions, policies, goals, strategies, business plans, management structure, approval authority, and budget of the Company and its subsidiaries, as well as to supervise allocation of important resources, and to review, audit, and approve policies, strategies, business plans, operation direction of the Company and its subsidiaries as proposed by the management.
- 4.4 To supervise and monitor performance and administration of the Company's management and its subcommittees to meet the Company's objectives, main goals, visions, missions, strategies, operation plans, and set budget with efficiency and effectiveness for the best interests of the Company and shareholders.
- 4.5 To supervise and monitor the administration and operation of the Company and its subsidiaries to be in line with the Company's policies, the Good Corporate Governance, securities laws, as well as notifications, regulations and other applicable guidelines prescribed by the Capital Market Supervisory Board, the Securities and Exchange Commission Office, and the Stock Exchange of Thailand. For example, transactions related to acquisition or disposal of key assets not contrary to, or inconsistent with, other laws.
- 4.6 To formulate a risk management policy for the entire organization, and to supervise so that there is a risk management system or process with appropriate measures and ways to minimize impact on business of the Company and its subsidiaries.
- 4.7 To ensure that the Company and its subsidiaries conduct a proper and efficient accounting system, implement sufficient and effective internal control and internal

audit systems, as well as arrange that the appropriateness of the Company's and its subsidiaries internal control systems are assessed regularly.

- 4.8 To devise a management structure. The board of directors has a power to appoint subcommittees, a chief executive officer, and other committees as appropriate. The power also includes determining remuneration, approving a charter of a subcommittee, and defining scope of power and duties of such persons.

However, delegation of power within prescribed scope of authority and duty must not be in such a manner that grants subcommittees, a chief executive officer, other committees power to consider and approve transactions that may have conflicts of interest or may have other conflict of interest with the Company or its subsidiaries (if any), unless approval of such transaction complies with policies and criteria already considered and approved by the board of directors.

- 4.9 To appoint the Company secretary, and define the scope, power, duties, and responsibilities of the Company secretary, as well as to monitor and ensure that the Company secretary performs duties as assigned.

- 4.10 To establish a written policy on corporate governance, and to implement such a policy effectively so that business is operated ethically, rights of shareholders and stakeholders respected, responsibilities towards shareholders and stakeholders taken, and business conducted provides benefits to the society and the environment, as well as the Company being able to adapt to changing factors.

- 4.11 To devise a succession plan as preparation for succession of chief executive officer and top executive positions, as well as to ensure that there are personnel undertaking managerial duties and to develop personnel to be equipped with improved knowledge, skills, and experience.

- 4.12 To ensure establishment of an appropriate framework, policies, and remuneration structure as proposed by a Nomination and Remuneration Committee (if any) to motivate executives and employees at all levels to perform their duties that meet

objectives and main goals of the organization, and contribute to long-term benefits of the business.

- 4.13 To place importance on and to foster innovations that add value to the business in the long run, along with maximizing benefits for customers or related parties, and that help improve social and environmental responsibilities.
- 4.14 To supervise and resolve conflicts of interest that may arise between stakeholders of the Company and those of its subsidiaries, including preventing unlawful use of the Company's assets, information, and opportunities, as well as preventing transactions entered into by those related to the Company in an inappropriate manner. If any director has an interest in any transaction entered into by the Company, or has an increase or a decrease in proportion of shares of the Company, or its subsidiaries, such a director must notify the Company without delay.
- 4.15 The board of directors may delegate power to one or more directors or any other person to perform any act on behalf of the board of directors under the control of the board of directors, or may delegate power so that such a person has power the board of directors deems appropriate within a period of time the board of directors deems appropriate. The board of directors may cancel, revoke, alter, or modify such delegation of power when it deems appropriate.
- 4.16 To consider and approve transactions between the Company, its subsidiaries, its affiliates, and related parties as prescribed in the Securities and Exchange Act B.E. 2535 (as amended), in regulations concerning the Stock Exchange of Thailand and the Capital Market Supervisory Board. Also, to consider and approve principles relating to trade agreements, having general trading conditions, entered into by the Company, its subsidiaries, directors, executives, or related parties to establish a framework so that the management has power to conduct such transactions within the framework and scope of applicable laws and guidelines.

However, delegation of power must not be in such a manner that grants such persons power to consider and approve transactions that may have conflicts of interest or may have other conflict of interest with the Company or its subsidiaries (if any), as defined in the notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and/ or any other notification of relevant agencies, unless approval of such transaction complies with policies and criteria already considered and approved by the board of directors.

5. Meeting of the Board of Directors

5.1 The board of directors will arrange at least six board meetings per year.

5.2 A regular board meeting will be held at least once every three months. The chairperson is the one who calls a board meeting. If necessary, at least two of the directors may request that the chairperson call a board meeting. Once requested, the chairperson will set the date of the meeting within fourteen days from the date the request received. If the chairperson cannot perform their duties, one of the directors will call a board meeting.

5.3 The chairperson, or a person assigned by the chairperson, will set a date, time, and place of a board meeting. A board meeting may be held at a place other than the premises of the Company's head office, and at a place in nearby provinces. If the chairperson, or a person assigned by the chairperson, does not set a place for a board meeting, the premises of the Company's head office shall be where a board meeting is held. The chairperson may also have that a board meeting be held via electronic means. A board meeting held via electronic means must observe criteria and procedures as prescribed by law.

5.4 To call a board meeting, the chairperson, or a person assigned by the chairperson, will send an invitation notice through registered mail, electronic mail, or deliver in person to a director at least seven days prior to the meeting date. An invitation notice specifies the date, time, place, and agenda of a board meeting. If it is necessary and urgent, and to protect interests of the Company, a board meeting may be called

through other means and an earlier meeting date may be set. However, if a board meeting is to be held via electronic means, the Company may send an invitation notice to a director through electronic mail.

5.5 There will be at least one board meeting between non-executive directors per year.

5.6 Each director must attend at least 75% of board meetings held each year.

5.7 If the chairperson is not an independent director, the board of directors will appoint one independent director to participate in setting an agenda of a board meeting so that the principles of good corporate governance are observed.

6. Quorum of the Board of Directors

6.1 At least half of the total number of the directors must be present at a board meeting to constitute a quorum. If the chairperson is not present at a board meeting, or cannot perform their duties, and if there is a vice-chairperson, the vice-chairperson will be the chairperson of the meeting. If there is no vice-chairperson, or there is, but the vice-chairperson cannot perform their duties, the directors present at the meeting will elect one of the directors to be the chairperson of the meeting.

6.2 Decisions at a board meeting will be made through a majority vote. Each of the directors is entitled to one vote. A director who has an interest in the matter to be considered is not entitled to attend the meeting at which the matter is considered, and is not entitled to have a vote on the matter. If the votes are equal, the chairperson will have a casting vote.

7. Performance Evaluation of the Board of Directors

Performance evaluation of the board of directors is conducted annually, consisting of performance evaluation of the board of directors as a whole and performance evaluation of each individual director. The result of the evaluation and opinions of the directors will be used to improve the performance of the committee each year, and will be used to improve the effectiveness of the board of directors.

This Charter of the Board of Directors will be effective from 14 May 2021 onwards, and will be reviewed annually by the board of directors.

(Mr Sumet Techakraisri)
Chairperson