



Charter for the Board of Directors

1. Objectives

The Board of Directors plays an important role in the business management of the Company. It leads the determination of strategies, work policies and allocation of material resources. The Board of Directors assigns and monitors operations of sub-committees and the management with the aim to achieve objectives and goals of creating sustainable value for the business that is for the best interests of the Company and is fair to all stakeholders in accordance with the principle of good corporate governance, policies, laws, objectives and the Articles of Association of the Company including resolutions of the Board of Directors' meeting and the general meetings of shareholders based on accountability, prudence and honesty.

2. Composition and appointment

- (1) Directors may or may not be shareholders of the Company.
- (2) The Board of Directors shall comprise at least five directors each of which is appointed and removed by the general meeting of shareholders and at least half the total number of directors shall have residence in the Kingdom of Thailand.
- (3) At least one-third of the total number of directors shall be independent directors. In any case, the minimum number of independent directors shall be three.
- (4) The Board of Directors shall elect one director to be Chairman of the Board of Directors. If the Board of Directors considers appropriate, it may elect one or several directors to serve as Vice-Chairman of the Board of Directors. Chairman of the Board of Directors shall then appoint one secretary to the Board of Directors to assist the Board of Directors with meeting calls, preparation of agenda items for meetings, deliver of meeting documents and recording of minutes of meeting.
- (5) Appointment of the directors shall be in accordance with the Articles of Association of the Company including relevant laws. The Nomination Committee shall carry out the transparent and clear process of selection of candidates for directorship. Educational background and professional experience of candidates shall be considered in details that are sufficient for the decision making of the Board of Directors and/or the shareholders, as the case may be.

3. Qualifications of members of the Board of Directors

Chairman and members of the Board of Directors shall have the following qualifications and shall not possess any of the following prohibited characteristics:

- (1) Having knowledge, capability and experience that contributes to the business operation of the Company, being loyal, honest and having the integrity in business operations, dedicating the knowledge and capability into the performance of duties and being capable to devoting sufficient time for the performance of duties for the Company;
- (2) Having qualifications and not having prohibited characteristics under the Public Limited Company Act, B.E. 2535 (as amended), the Securities and Exchange Act, B.E. 2535 (as amended) or with the requirements of the Securities and Exchange

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Commission including other relevant rules and regulations, and not possessing any untrustworthy characteristics to manage business of public shareholders in accordance with the requirements of the Securities and Exchange Commission.

- (3) Directors may hold an office as a director in other companies. However, such directorship shall not obstruct the performance of duties of directors for the Company and shall be in accordance with guidelines of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- (4) Directors shall not carry out business of similar nature with or in competition with that of the Company, or become partners in an ordinary partnership or partners with unlimited liabilities in a limited partnership or directors in such other private or public limited company which conducts business of similar nature with or in competition with that of the Company irrespective of whether such will be for their own personal benefits or for the benefit of others unless the general meeting of shareholders is notified thereof prior to resolving on the appointment of such directors.
- (5) Independent directors shall not perform any executive functions and shall be independent from the management and shareholders who exercise their controlling power. Independent directors shall safeguard benefits of all shareholders equally to prevent conflict of interests and shall attend the Board of Directors' meetings to express their independent opinion. They shall not have any business relationship with the Company and its subsidiaries in a manner that could restrict their independent opinions.
- (6) Independent directors and the Audit Committee shall be fully qualified in accordance with the requirements under the Notification of the Capital Market Supervisory Board, and the requirements of the Securities and Exchange Commission and the requirements of the Stock Exchange of Thailand and shall act within the scope of duties and responsibilities in accordance with the requirements of the Stock Exchange of Thailand.

4. Term of Office

- (1) Each term of office of directors shall not exceed three years. Upon expiry of the term of office, directors may be reappointed to the Board of Directors for another term.
- (2) At every Annual General Meeting, one-third of directors shall retire by rotation. If the number of directors cannot be divided into one-third, then the number nearest to one-third shall retire by rotation. The directors retiring by rotation may be reappointed. Directors to retire by rotation in the first and second year from the Company registration shall be determined by a draw. Subsequently, directors who have served for the longest term of office shall retire by rotation.

In addition to the above retirement by rotation, directors shall retire from the office upon:

- 1) Death;
- 2) Resignation;
- 3) Disqualification or possessing characteristics prohibited under the law on public companies and the securities law;
- 4) Being removed from office by resolution of the general meeting of shareholders;

- 5) Being removed by court orders
- (3) Any member of the Executive Committee may resign by submitting notice of resignation to the President.
- (4) If a position of director in the Board of Directors becomes vacant for other reasons than retirement by rotation, the Board of Directors shall appoint a person who is qualified and does not possess prohibited characteristics under the law on public company and securities to assume the vacant position except when such vacant position has a term of less than two months. A member appointed to assume the vacant position may only remain in office for the remaining term of whom he or she replaces.

5. Board of Directors' meetings

- (1) A minimum of one Board of Directors' meeting shall be held in every three months at the locality of the head office of the Company or in a neighbouring province or such other place. The Chairman of the Board of Directors shall have the discretion to determine date, time and venue of the meeting.
- (2) Chairman of the Board of Directors or the delegated person shall be responsible for approving the agenda items in consultation with the management.
- (3) In calling a Board of Directors' meeting, Chairman of the Board or the delegated person shall send notice of invitation to the meeting containing the agenda items as well as supporting documents to members of the Board of Directors at least seven days in advance of the meeting date to allow time for directors to review relevant documents and information before coming to the meeting. However, in case of an emergency where the rights or interests of the Company must be protected, the notice of invitation to the meeting may be served in a different manner or the date of the meeting may be set shorter than this required notice period. If there is no Chairman of the Board of Directors or the Chairman cannot perform duties, Vice-Chairman shall call the meeting. If there is no Vice-Chairman or Vice-Chairman cannot perform duties, any one director may call the meeting.
- (4) Chairman of the Board of Directors shall preside over the meetings and shall allocate sufficient time for each agenda item to allow directors to freely discuss and debate their opinions for significant matters taking into consideration the benefits of shareholders and related persons.
- (5) Chairman of the Board of Directors shall summarize important issues of each of the agenda item for consideration of the directors and shall encourage and provide for each director to express their opinion in order for the meeting to process the opinions and arrive at the decision.
- (6) Directors who have an interest in any matter being considered shall not participate in the consideration of such matter and shall not have the power to approve or right to vote on the matter.
- (7) Non-executive directors are required to meet among themselves at least once a year to discuss problems relating to the management of their interests without the presence of the management.
- (8) In the current age of technological advancement, members of the committee who are travelling may attend the meeting via a video/ teleconference or such other tools having similar nature. Such meeting shall be conducted in accordance with the requirements of the law.

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- (9) To consider matters proposed to directors, directors have the right to require or review relevant documents and require relevant executives to attend the meeting to provide additional details. Directors also have the right to seek an independent opinion from third party advisers.
- (10) Attendance of at least half the total number of directors shall be required in order to constitute a quorum. Chairman of the Board of Directors shall preside over the meetings. If Chairman of the Board of Directors is not present at the meeting or the Chairman cannot perform duties, Vice-Chairman, if any, shall preside over the meeting. If there is no Vice-Chairman or such Vice-Chairman is not present at the meeting, or cannot perform duties, the directors in attendance shall elect one director to preside over the meeting.
- (11) At the Board of Directors' meeting, at least two-thirds of the total directors must present during the voting procedure.
- (12) One director shall have one vote. Decisions of the meeting shall be reached by majority votes. Any director who has an interest in any matter may not have the right to vote on the matter. In a case of vote tie, Chairman of the meeting shall cast one extra vote to reach the final decision. Any objections of directors to the resolutions shall be recorded in the minutes of meeting.
- (13) The Company Secretary shall have the duty to record and prepare minutes of meeting within 14 days from the date of the meeting. The Company Secretary shall also keep record of minutes of meetings including supporting documents, coordinate with relevant persons and shall ensure that the Board of Directors comply with the law, the Articles of Association and resolutions of the Board of Directors' meetings and of the general meetings of shareholders.

6. Duties and responsibilities

- (1) To perform the duties with responsibility, have the duty of care and duty of loyalty and ensure that the business of the Company and its subsidiaries complies with the law, objectives, the Articles of Association, resolutions of the Board of Directors' meeting and the general meetings of shareholders for the best interests of the Company.
- (2) To ensure that the Company and its subsidiaries comply with all such laws relating to the business operations of the Company and its subsidiaries including the law on anti-bribery or the law on anti-corruption.
- (3) To put in place a written policy for good corporate governance and effectively implement such policy to ensure that the Company is accountable to and acts in fairness to all stakeholders.
- (4) To develop visions, missions and business policies including main goals of the Company and its subsidiaries for sustainability, and to consider and approve policies and directions for business proposed by the management and to supervise and ensure that the management comply with such visions, missions and business policies including main goals of the Company and its subsidiaries with the aim to achieve added economic value for shareholders taking into consideration all relevant stakeholders.
- (5) To ensure that the preparation of strategies, annual work plan and annual budget of the Company and its subsidiaries are in line with the main objectives and goals of the Company, to encourage preparation or review of business objectives, goals and strategies in mid-term ranging from three to five years, and to encourage the

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appropriate and safe use of innovations and technology and to exercise monitoring control of information technology.

- (6) To exercise the monitoring and supervision power over the management to ensure effective compliance with the defined policies, work plans and budgets.
- (7) To approve investments in and divestments of equity instruments and/or debt instruments as may be appropriate.
- (8) To regularly follow up on operating results, financial positions and sufficiency of financial liquidity and affordability ratio of the Company and its subsidiaries to ensure compliance with relevant business plan and budgets.
- (9) To have financial statements prepared for the Company and its subsidiaries at the end of each accounting period to be proposed to the general meeting of shareholders at each Annual General Meeting for consideration and approval.
- (10) To have an annual report prepared for the Company and to be responsible for the preparation and disclosure of consolidated financial statements to present information on financial positions and operating results of the Company and its subsidiaries in the previous year which shall be proposed to the general meeting of shareholders for consideration and approval.
- (11) To hold an Annual General Meeting of shareholders within four months from the end of the financial year of the Company.
- (12) To consider and approve appointment of qualified persons who do not possess characteristics prohibited under the Public Limited Company Act, B.E. 2535 (as amended), the Securities and Exchange Act, B.E. 2535 (as amended) including notifications, regulations and/or relevant rules to be new directors or to replace former directors whose office becomes vacant due to other reasons than retirement by rotation, or to propose to the general meeting of shareholders to consider and approve the appointment of directors who retire by rotation and to determine remuneration for directors based on the advice of the Nomination Committee and the Remuneration Committee for consideration and approval by the general meeting of shareholders.
- (13) To consider, appoint or amend composition of sub-committees including the Executive Committee, the Audit Committee, the Risk Management Committee, the Nomination Committee, the Remuneration Committee, and the Corporate Governance and Sustainable Development Committee, to assist and support functions of the Board of Directors as may be appropriate and to determine remuneration for sub-committee (within the limits approved by the general meeting of shareholders).
- (14) To consider, determine and change name list of authorized directors.
- (15) To consider and appoint directors or executives of subsidiaries at least in proportion of the Company's shareholding percentage in such subsidiaries and to determine clear scope of powers and responsibilities for such directors and executives in subsidiaries. This includes determination of clear scope of powers for directors and executives to exercise their votes in the Board of Directors' meetings of subsidiaries, material transactions which require prior approval from the Board of Directors in order to ensure that the management is in accordance with the Company's policies and the law in such areas as complete and accurate disclosure of financial information, operating results, related party transactions and acquisition or disposal of material assets.

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- (16) The Board of Directors may authorize and/or delegate other persons to perform specific tasks on its behalf. Such authorization or sub-delegation of power shall be within the scope of powers under the relevant Power of Attorney and/or in accordance with the rules, regulations or instructions given by the Board of Directors and/or the Company.

The assignment of powers, duties and responsibilities of the Board of Directors shall not result in the delegation and sub-delegation which allows the Board of Directors and/or its delegated persons to approve transactions in which they or persons with possible conflict of interests (as defined under the Notification of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities) may have a conflict of interests or may benefit in any way or may have such other conflict of interests with the Company or its subsidiaries. Exception is in case where the approval is for transactions that are in compliance with the policies and requirements approved by the general meeting of shareholders or the Board of Directors of the Company, which are for the normal course of business and have normal commercial terms in compliance with the Notifications of the Securities and Exchange Commission and/or the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant regulatory authorities.

- (17) To determine organizational structure and management structure.
- (18) To appoint a Company Secretary who has the necessary and appropriate knowledge and experience to support functions of the Board of Directors and to provide scope of powers and duties of the Company Secretary.
- (19) To appoint a Chief Executive Officer based on the proposal from the Nomination Committee and to carry out performance assessment of and determine remuneration for the Chief Executive Officer based on the proposal from the Remuneration Committee.
- (20) To approve the nomination and selection of auditors for the Company and its subsidiaries and to determine appropriate level of auditors' fees before proposing the matter to the Annual General Meeting of shareholders to consider and approve.
- (21) To ensure that the Company and its subsidiaries maintain an appropriate and efficient accounting system, reliable financial reporting and auditing, including sufficient and effective internal control and internal audit and to regularly carry out an assessment of the appropriateness of the internal control of the Company and its subsidiaries.
- (22) To approve the Risk Management Policy and the Internal Control Policy that are appropriate and are in line with the objectives, main goals and strategies of the organization and to ensure that risk management procedures are put in place to appropriately mitigate impacts on the business of the Company and its subsidiaries and to follow up on the performance of the Risk Management Committee.
- (23) To consider and approve connected transactions between the Company/ its subsidiaries and connected persons in accordance with the provisions under the Securities and Exchange Act, B.E. 2535 (as amended) including relevant rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, and to consider and approve principles of arms' length basis for transactions between the Company/ its subsidiaries with directors, executives or related persons to provide a framework within which the management may enter into this type of transaction in accordance with relevant laws and regulations.

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- (24) To supervise management and operations of the Company and its subsidiaries to ensure compliance with policies of the Company, securities law including relevant notification and regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in such matters as connected transactions and acquisition and disposal of material assets so far as it is not contradictory to or inconsistent with other laws, and to put in place sufficient and appropriate internal control and internal audit system.
- (25) To consider and approve incorporation, merger or dissolution of subsidiaries.
- (26) To consider and approve payment of interim dividends to shareholders when the Board of Directors considers that the Company's profits justify such payment of interim dividends and shall report to the subsequent general meeting of shareholders of the interim dividend payment.
- (27) To ensure that the Company makes appropriate, accurate, complete and timely disclosure of information to stakeholders, persons with conflict of interests and related persons.
- (28) To seek professional opinion from third parties when it is necessary for the Board of Directors to make an appropriate decision.
- (29) To ensure that the Company puts in place a clear policy and guideline on how complaints are handled and require that the Company prepare and improve its complaints handling policy to be in line with relevant rules and regulations and the changing circumstances.
- (30) To ensure that the management of the Company provides persons who are responsible for investors relation to perform the duties of communicating with each group of shareholders and other stakeholders such as investors and analysts.
- (31) To review and revise the Charter for the Board of Directors at least once a year.

7. Assessment of Performance

To comply with the principle of good corporate governance, the Board of Directors requires that there will be an assessment of performance of the Board of Directors at least once a year using the form of individual assessment and collective assessment provided by the Thai Institute of Directors and the assessment form of the Stock Exchange of Thailand. Results from the assessment will be used as a framework for the consideration and review of performance, problems and obstacles. Recommendations from the assessment will be used for further improvement and development.

The Board of Directors considered and approved this Charter for the Board of Directors in the Board of Directors' Meeting No. 4/2019, held on 24 July 2019. Thereafter, the Board of Directors' Meeting No. 10/2021, held on 23 December 2021 considered and approved the amendment of Charter for the Board of Directors. This Charter for the Board of Directors shall come into force as from 23 December 2021.

- Prof. Dr. Weerakorn Ongsakul -
Chairman
Sri Trang Gloves (Thailand) Public Company Limited