

Board of Directors Charter
PRO Inside Public Company Limited

Objectives

The Board of Directors has the roles, duties and responsibilities to oversee the Company's operations in compliance with the law, the Company's objectives and articles of association, as well as resolutions of the shareholders' meetings, with strict responsibility, prudence and good faith, and with due care to protect the Company's interests, in line with good corporate governance principles and the best practices for directors of listed companies of the Stock Exchange of Thailand, for the highest benefit of the Company and all shareholders.

Composition of the Board of Directors

1. The Company's Board of Directors shall consist of not less than 5 directors, who shall be appointed by the shareholders' meeting or the Board of Directors' meeting, as the case may be, and shall comprise independent directors of at least one-third of the total number of directors, and not less than 3 persons.
2. Not less than half of the total number of directors must be resident in the Kingdom of Thailand.
3. The Company's directors must have diverse qualifications, professional skills and specific expertise, comprising persons with knowledge of the Company's business, accounting and finance, law, and other relevant areas.

Qualifications of the Board of Directors

1. Possess complete qualifications and have none of the prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) or other relevant laws, as well as the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission ("the SEC Office"), as well as the Company's articles of association, and must not have any characteristics indicating a lack of suitability to be trusted to manage a company with public shareholders as prescribed by the SEC Office.
2. Must not operate, become a partner in, or become a shareholder of another juristic person of the same nature that competes with the Company's business, unless disclosed to the shareholders' meeting prior to the resolution of appointment. Directors must promptly notify the Company if they have an interest, whether direct or indirect, in any contract made by the Company, or if their shareholding or debenture holding in the Company or its affiliates increases or decreases.
3. Possess leadership, vision and independence of judgment for the highest benefit of the Company and shareholders as a whole.
4. Possess knowledge, capability and experience from diverse professions that are beneficial to the Company's business operations.

5. Possess honesty and integrity.
6. Be able to devote sufficient time to fully perform the duties of a director ; a director should not hold directorships in more than 5 listed companies.
7. The Chairman of the Board shall not be the same person as the Chief Executive Officer (CEO), so as to provide checks and balances and review of management. The Company has clearly defined the scope of authority, duties and responsibilities of the directors, the Chairman of the Board, the Executive Committee and the Chief Executive Officer.
8. In the event that the person holding the position of Chairman of the Board is not an independent director, the Board of Directors shall appoint one independent director to jointly consider and set the agenda of the Board of Directors' meetings, in order to comply with good corporate governance principles.

The Company has appointed a Company Secretary to provide advice on compliance with the various rules and regulations that the Board of Directors needs to be aware of, and to oversee the activities of the Board of Directors, as well as to coordinate compliance with the resolutions of the directors, including to assist the Board of Directors' operations in relation to scheduling meetings, preparing meeting agendas, delivering meeting documents, and recording minutes of meetings. The Company Secretary's authority, duties and responsibilities shall be in accordance with Section 89/15, paragraph one, and Section 89/16 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

Qualifications of Independent Directors

1. Hold shares not exceeding 1.0% of the total number of voting shares of the Company, its parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, provided that the shareholding of related persons of such independent director shall be counted together.
2. Not be or have been an executive director, employee, salaried advisor, or controlling person of the Company, its parent company, subsidiaries, associated companies, subsidiaries at the same level, major shareholders, or controlling persons of the Company, unless such status has ceased for not less than 2 years prior to the date of appointment as an independent director. This prohibition does not include cases where the independent director was formerly a government official or advisor of a government agency that is a major shareholder or controlling person of the Company.
3. Not have a blood relationship or legal registration as a father, mother, spouse, sibling, or child, including a child's spouse, of any executive, major shareholder, controlling person, or person to be nominated as an executive or controlling person of the Company or its subsidiaries.
4. Not have or have had a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in a manner

that may impede the exercise of independent judgment, and not be or have been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless such status has ceased for not less than 2 years prior to the date of appointment as an independent director. Furthermore, such director must have no direct or indirect benefit or interest, whether financial or in the management of the Company, its affiliates, associated companies, or any person who may have a conflict in a manner that would compromise independence. Such business relationships include ordinary trading transactions for the lease or rental of immovable property, transactions relating to assets or services, or the provision or receipt of financial assistance through borrowing, lending, guarantees, or the provision of assets as collateral for debts, including any other similar circumstances resulting in the Company or the counterparty having a debt obligation payable to the other party. The calculation of such debt obligation shall be in accordance, mutatis mutandis, with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board on rules for connected transactions, and shall include debt obligations incurred during the one-year period prior to the date on which the business relationship with the same person arose.

5. Not be or have been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm employing the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless such status has ceased for not less than 2 years prior to the date of appointment as an independent director.
6. Not be or have been a provider of any professional services, including legal advisory or financial advisory services, receiving fees exceeding 2 million baht per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless such status has ceased for not less than 2 years prior to the date of appointment as an independent director.
7. Not be a director appointed to act as a representative of a director of the Company, a major shareholder, or a shareholder related to a major shareholder.
8. Not operate a business of the same nature and in significant competition with the business of the Company or its subsidiaries, and not be a significant partner in a partnership, or an executive director, employee, salaried advisor, or hold shares exceeding 1.0 % of the total voting shares of another company engaged in business of the same nature and in significant competition with the Company's business or that of its subsidiaries.

9. Have no other characteristics that would render such director unable to give independent opinions on the Company's operations, such as being a business partner, creditor, or trading counterparty, which may give rise to a conflict of interest.
10. Have good knowledge and understanding of the nature of the Company's business, as well as knowledge and capabilities beneficial to the Company's business operations.
11. An independent director shall immediately report to the Board of Directors if any event occurs that may cause such director to lose the qualifications of an independent director.
12. An independent director shall not hold directorships in more than 5 listed companies.

Independent directors shall review and certify their own independence qualifications at least 1 time a year, to be reported together with the director profile information at year-end for the preparation of the annual registration statement (Form 56-1) and the Company's annual report.

Appointment, Term of Office, and Removal from Office

1. The Nomination and Remuneration Committee shall be responsible for nominating and proposing the names of qualified persons to hold the position of director. Such names shall be proposed to the Board of Directors' meeting for approval, and subsequently proposed to the shareholders' meeting for consideration and appointment. The election of directors shall be conducted in accordance with the Company's articles of association and relevant laws, in order to ensure transparency and clarity.
2. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors to retire cannot be divided exactly into three parts, the number closest to one-third shall retire. For the directors who must retire in the first and second years following the Company's registration, the persons to retire shall be determined by drawing lots. In subsequent years, the director who has held office the longest shall retire. A retiring director may be re-elected to the position.
3. In the event that a director's position becomes vacant for reasons other than the expiration of term, the Board of Directors shall select a qualified person, having none of the prohibited characteristics under relevant law, to fill the vacant position at the Board's next meeting, unless the remaining term of the vacant position is less than 2 months. The person appointed to fill such vacancy shall hold office only for the remaining term of the director whom he or she replaces.
4. An independent director may hold office continuously for not more than 9 years from the date of first appointment as an independent director. In the case of reappointing an independent director to continue in office, the Board of Directors shall reasonably consider the necessity thereof.

5. A director shall vacate office upon:
- Expiration of term;
 - Death;
 - Resignation;
 - Lack of qualifications or having a prohibited characteristic under the law on public limited companies, or having a characteristic indicating a lack of suitability to be trusted to perform duties in a company with public shareholders under the law on securities and exchange;
 - A whistleblowing report or complaint regarding conduct constituting fraud, corruption, or the giving/receiving of bribes is made, and upon investigation of the facts through the process prescribed by the Company, or a report from an internal audit, it clearly appears that such wrongdoing actually occurred;
 - The shareholders' meeting resolves to remove the director by a vote of not less than three-fourths of the shareholders attending the meeting and having the right to vote, holding shares totaling not less than one-half of the shares held by the shareholders attending the meeting and having the right to vote;
 - A court orders removal.
6. A director wishing to resign shall submit a letter of resignation to the Company. The resignation shall take effect from the date the letter of resignation is received by the Company. A resigning director may also notify the Company Registrar of such resignation.
7. In the event that the Company's shares have been listed on the stock exchange, if a director resigns or vacates office before the expiration of the term, the Company shall immediately notify the Stock Exchange of Thailand. The resigning or removed director may also explain the reasons therefor to the Stock Exchange of Thailand. The Company must also submit such information to the SEC Office to update the database of directors and executives to accurately reflect the facts.

Scope of Authority, Duties and Responsibilities

The Board of Directors is responsible for overseeing the Company's business and affairs in accordance with what has been approved by the shareholders and the laws applicable to the Company, including the Company's objectives, articles of association, resolutions of the shareholders' meetings, and resolutions of the Board of Directors' meetings. The Board of Directors must exercise judgment and prudence in business decisions and perform its duties with responsibility, honesty and integrity, and care, in order to protect the highest interests of the Company.

Scope of Authority, Duties and Responsibilities of the Chairman of the Board

1. Convene Board of Directors' meetings; chair the Board of Directors' meetings and shareholders' meetings; and play a role in setting the meeting agenda together with the Chief Executive Officer.
2. Play a role in controlling meetings to ensure efficiency and compliance with the Company's regulations and articles of association, and support and provide opportunities for directors to express their opinions independently.
3. Support and promote the Board of Directors in performing its duties to the fullest extent of its capabilities, within the scope of authority, duties and responsibilities, and in accordance with good corporate governance principles.
4. Oversee and monitor the administration of the Board of Directors to ensure that it achieves the objectives set.
5. Cast the deciding vote in the event that votes at a Board of Directors' meeting are equally divided.
6. Direct, monitor and oversee the administration of the Board of Directors and other subcommittees to ensure that they achieve the objectives set out in the plans.
7. Strengthen the standards of good corporate governance of the Board of Directors.

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

1. Oversee and manage the Company in compliance with the law, the Company's objectives and articles of association, as well as resolutions of the shareholders' meetings, except for matters requiring approval of the shareholders' meeting prior to implementation, such as matters for which the law requires a shareholders' resolution, connected transactions, and the acquisition or disposal of significant assets in accordance with the rules of the Stock Exchange of Thailand or as prescribed by other government agencies.
2. Determine strategic plans, vision and work plans, and approve the annual budget, investment budgets for projects not included in the annual budget, the management structure, management authority, and corporate governance policies.
3. Oversee operations to ensure that management implements the approved policies, plans and budgets.

4. Consider, review and approve the vision, mission, goals, operational direction policy, long-term strategic plans, and the Company's mission on an annual basis.
5. Consider appointing, and defining the roles and duties of, the Audit Committee, the Executive Committee, other subcommittees, and the Company Secretary, as appropriate and necessary, to oversee the management system in accordance with the policies established to support the administration of the Board of Directors, including establishing transparent and clear criteria and processes for the nomination of directors, subcommittee members, and the Chief Executive Officer, as well as determining remuneration and conducting annual performance evaluations, and monitoring the succession planning process for the position of Chief Executive Officer.
6. Ensure that the Company has a reliable accounting system, financial reporting, and audit process, as well as oversee an effective and efficient internal control and internal audit system, and ensure that the Company is managed in accordance with good corporate governance policy, including ensuring that the Company reviews its approval and operating authority (Table of Authority), to keep it appropriate for changing business conditions, circumstances and scale, and taking action to ensure that there are checks and balances (Check and Balance) in the independent and appropriate approval of transactions, such as segregation of duties (Segregation of Duties) between the disbursement approver (approver) and the transaction reviewer (reviewer) being clearly established, and take any other action to ensure that the Company's overall internal control system is able to detect irregularities and prevent potential fraud.
7. Ensure that there is a mechanism for reviewing or scrutinizing the reasonableness of any acquisition or disposal of assets of significant value, connected transactions, or transactions that may involve a conflict of interest, in compliance with the law, including reviewing the internal control system to be consistent with such transactions. In particular, where the Company raises capital, the Board of Directors must ensure that the Company has a system for monitoring the use of the funds raised in accordance with the disclosed objectives. Furthermore, after approval of such transactions, the Board of Directors must promote a mechanism for monitoring and reporting the progress of such transactions to shareholders on a continuous and appropriate basis. The Company must also have a system for disclosing information on transactions and business operations accurately, appropriately, completely and equally to all groups of investors.
8. Monitor and ensure that management prepares financial statements within an appropriate timeframe, so that the auditor and the Audit Committee have sufficient time to audit and raise observations, in order to ensure that the Company's financial statements are accurate and transparent and can be disclosed to investors within the timeframe prescribed by the applicable rules.
9. Review the consistency of information in the Company's financial reports with other information relating to the Company's financial position and operating results that has been communicated to

investors or related persons, such as the Management Discussion and Analysis (Management Discussion & Analysis), the annual report, and the Company's information disclosures, among others.

10. Consider the details relating to the use of funds raised, such as the feasibility of the investment and the appropriateness of the value and channels of capital raising, and monitor the use of the funds raised to ensure consistency with the disclosed objectives.
11. Protect the interests of both major and minor shareholders on an equal basis, and report significant operational information and financial reports to shareholders and stakeholders accurately and in compliance with legal requirements.
12. Oversee that the Company has a comprehensive risk management system, with effective risk management, reporting and monitoring processes.
13. Oversee management in accordance with good corporate governance policy, to ensure that the Company is strictly responsible and fair to all groups of stakeholders, including selecting persons involved in the Company's corporate governance system by considering their knowledge, capability and experience.
14. Comply with the policy against fraud and corruption, as well as establish and review the policy and oversee that the Company has a system to support the fight against fraud and corruption effectively, so as to ensure that the management is aware of and gives importance to the fight against fraud, corruption and bribery, and to cultivate it into the organizational culture.
15. Report the Board of Directors' responsibility for the preparation of the financial statements, presented alongside the auditor's report in the annual report.
16. The Board of Directors may delegate to one or more directors, or to any other person, the authority to act on its behalf. Provided that the delegation of authority to a director or any other person as described above shall not include the delegation or sub-delegation of authority that would enable such director or the delegate to approve transactions in which the director or a person who may have a conflict has an interest or any other benefit conflicting with the Company's interests. In addition, approval of the shareholders' meeting shall be required for connected transactions and the acquisition or disposal of significant assets of the Company, in accordance with the requirements of the Stock Exchange of Thailand and the notifications of the Office of the Securities and Exchange Commission and/or other relevant authorities.
17. Have a duty to promptly notify the Company of any interest, whether direct or indirect, of oneself or related persons in any contract or transaction involving the Company or its subsidiaries.
18. Determine or change the conditions for signing authority to bind the Company, including the names of the directors authorized to sign on behalf of and bind the Company.
19. Consider and approve the payment of interim dividends to the Company's shareholders and report such payment to the shareholders' meeting at its next meeting.

20. Promote channels for the Company to receive complaints or whistleblowing reports on inappropriate conduct (Whistleblower), including promoting policies or procedures for handling complaints and appropriately protecting whistleblowers.
21. Review and update the Company's charter and policies annually, at least once a year, and record such consideration as part of the Board's resolution, as well as disclose the information in the annual report (Form 56-1 One Report)

Board of Directors' Meetings

1. Frequency and Schedule of Meetings
 - The Board of Directors shall hold meetings at least once every three (3) months and may hold additional special meetings as necessary. A clear meeting agenda must be set in advance, and an agenda item for monitoring the Company's operating results shall be included on a regular basis. An annual meeting schedule shall be set in advance and notified to the Board of Directors at the December meeting of each year. All directors are required to attend every meeting, unless there is an unavoidable necessity, which must be notified in advance of the meeting.
2. Meeting Notice and Meeting Documents
 - The Chairman of the Board or a delegated person shall send the notice of meeting together with the agenda and meeting documents to all directors not less than three (3) days in advance of the meeting date, except in urgent cases necessary to protect the rights or interests of the Company, in which case the meeting notice may be given by other means and the meeting date may be set earlier.
 - The meeting invitation and meeting documents may be sent by electronic mail, and the Company Secretary shall retain copies of such documents as evidence, which may be kept in electronic form.
3. Meeting Agenda and Expression of Opinions
 - The Chairman of the Board determines the meeting agenda and considers matters to be included, and shall provide each director with the opportunity to propose matters for consideration as agenda items.
 - During the meeting, the chairman of the meeting shall provide directors with the opportunity to freely express their opinions. The Board of Directors may invite senior executives to attend certain agenda items to provide additional useful information and details, and to receive policy guidance for effective implementation.

4. Quorum and Chairing of Meetings

- A Board of Directors' meeting requires not less than one-half (1/2) of the total number of directors to be present to constitute a quorum, with the Chairman of the Board acting as chairman of the meeting.
- In the event that the Chairman of the Board is not present at the meeting or is unable to perform the duties, the Vice Chairman shall act as chairman of the meeting. If there is no Vice Chairman, or the Vice Chairman is unable to perform the duties, the directors present shall elect one director to act as chairman of the meeting.

5. Resolutions and Voting

- For the final resolution of each agenda item, not less than two-thirds (2/3) of the total number of directors must be present at the meeting at the time of voting.
- Resolutions of the meeting shall be passed by a majority vote, with each director having one (1) vote.
- A director who has an interest in the matter under consideration shall not have the right to attend the meeting and/or vote on that matter. In the event of a tie vote, the chairman of the meeting shall have an additional casting vote.

6. Meetings via Electronic Media

- Board of Directors' meetings may be held via electronic media, in compliance with the criteria and conditions prescribed by relevant law, including recording the images, sound, and electronic traffic data of all directors throughout the meeting, and such recorded documents and data shall be deemed part of the minutes of the meeting.

7. Rights of Directors and Recording of Dissent

- All directors have the right to examine meeting documents and other important documents of the Company. If an independent director or an audit committee member has any doubts, other directors and management must clarify and respond to such doubts promptly and completely.
- In the event that any director disagrees with a resolution of the meeting, such director has the right to request that the Company Secretary record the dissent in the minutes of the meeting, or to submit a written statement of dissent to the Chairman of the Board.

8. Minutes of Meetings and Document Retention

- The Company Secretary shall attend every meeting to record the minutes of the meeting and distribute such minutes to the directors, as well as submit them to the Chairman of the Board for signature to certify their accuracy, for adoption by the meeting at its next meeting. The Company Secretary shall also systematically maintain reports and documents relating to meetings, available for examination by the Board of Directors and related persons.

9. Meetings of Non-Executive Directors Only

- Non-executive directors may hold meetings among themselves as necessary, to discuss management issues of interest without the participation of management, and must inform the Chief Executive Officer of the results of such meetings on every occasion.

Directors' Remuneration

1. The Nomination and Remuneration Committee determines the remuneration of directors, based on the workload, responsibilities, and scale of the Company's business, benchmarked against other companies in the same industry, and proposes it to the Board of Directors for consideration before proposing it to the shareholders' meeting for further consideration and approval.
2. Directors have the right to receive remuneration from the Company in the form of remuneration meeting allowances gratuities bonuses or other forms of benefits in accordance with the articles of association or as determined by the shareholders' meeting, whether such remuneration is fixed at a definite amount or determined as a criterion to be applied on a case-by-case basis or made to remain effective indefinitely until changed, and directors shall have the right to receive per diem allowances and other benefits in accordance with the Company's regulations, without prejudice to the rights of the Company's employees who are elected as directors to separately receive remuneration and benefits in their capacity as employees of the Company.

Performance Evaluation of the Board of Directors

The performance evaluation of the Board of Directors shall be conducted at least once a year, covering both the evaluation of the Board as a whole and of individual directors. The scores and comments from the directors will be used to improve the performance of the Board of Directors each year and to enhance the effectiveness of the Board's work, including using the evaluation results as supporting information for the Board's opinion when proposing to shareholders the election of directors to replace directors retiring by rotation.

In addition, the Board of Directors is responsible for considering the performance evaluation results of the Audit Committee, the Nomination and Remuneration Committee, the Executive Committee, the Risk Management Committee, the Corporate Governance and Sustainability Committee, and other subcommittees appointed by the Board of Directors, and the Chief Executive Officer.

Review and Update of the Board of Directors' Charter

The Board of Directors may consider reviewing this Charter on an annual basis in order to recommend amendments or changes as deemed appropriate.

Mr. Wisudhi Srisuphan

Chairman of the Board