

Company Secretary Charter

Pro Inside Public Company Limited

The Board of Directors of Pro Inside Public Company Limited (the “Company”) recognizes the importance of the roles, duties and responsibilities of the Company Secretary, and has therefore considered and appointed a Company Secretary to support the various activities of the Board of Directors and to help the Board of Directors perform its duties within the framework of the law and in line with the good corporate governance principles prescribed by the Stock Exchange of Thailand (SET). The Board of Directors therefore considers it appropriate to establish the Company Secretary Charter as follows.

Objectives

The Company Secretary is appointed to support the Board of Directors in performing its duties efficiently, in compliance with the law, and in line with good corporate governance guidelines.

Term of Office

1. The Company Secretary shall hold office for a term of 1 year from the date of the resolution of appointment. Upon the expiry of the term, if the Company Secretary or the meeting of the Board of Directors has not yet passed a resolution to appoint a new Company Secretary, the incumbent Company Secretary shall continue to perform the duties.
2. In the event that the position of Company Secretary becomes vacant for any reason other than the expiry of the term, the Board of Directors shall appoint a new Company Secretary within 90 days from the date on which the incumbent Company Secretary vacated office or became unable to perform the duties, and the Board of Directors shall have the authority to assign any one director to perform the duties in the interim.
3. The Company Secretary vacates office upon:
 - Resignation
 - Death
 - Removal by a resolution of the meeting of the Board of Directors

Qualifications

1. Holds a degree in law or accounting and/or has completed training courses relevant to performing the duties of a company secretary.
2. The Company Secretary must be a person with knowledge, competence and experience that are beneficial to the performance of duties, and with knowledge and understanding of the Company’s business, in order to promote the Board of Directors’ work being founded on good corporate governance principles.
3. Understands the roles and duties of the Company Secretary.

4. Has knowledge and understanding of the laws, criteria and regulations of the Office of the Securities and Exchange Commission (SEC Office) and the Stock Exchange of Thailand (SET), as well as other relevant regulatory agencies.
5. Has knowledge and understanding of good corporate governance principles and good practices in corporate governance.
6. Does not seek or pursue benefits from the business opportunities of the Company and its group for himself or herself, family or associates in an improper manner, and must keep the Company's confidential information and internal documents secret and not disclose them to outside persons.

Duties and Responsibilities

1. To prepare and keep the following documents:
 - (a) Register of directors
 - (b) Notices of Board of Directors' meetings, minutes of Board of Directors' meetings, and the annual report
 - (c) Notices of shareholders' meetings and minutes of shareholders' meetings
2. To keep the reports of interests reported by the directors or executives.
3. To attend the meetings of the Board of Directors in order to record the minutes of the meeting, and to submit them to the Chairman of the Board for consideration and signature to certify their accuracy, and to propose them to the meeting for certification at the next meeting.
4. To send a copy of the report of interests under Section 89/14 to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date on which the Company receives the report.
5. To provide advice on the rules and regulations that the Board of Directors and executives should be aware of.
6. To coordinate the implementation of the resolutions of the Board of Directors.
7. To communicate with shareholders at large so that they are informed of shareholders' rights and of the Company's news.
8. To support the Company's management in accordance with good corporate governance principles.
9. To perform other duties as prescribed by the Capital Market Supervisory Board.
10. The Company Secretary must perform duties with responsibility, care and honesty, and must comply with the law, the Company's objectives and articles of association, the resolutions of the Board of Directors and the resolutions of shareholders' meetings, applying the criteria applicable to directors under Section 89/23 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).

In the Event the Company Secretary Vacates Office or Is Unable to Perform Duties

The guidelines to be followed in the event that the Company Secretary vacates office or is unable to perform the duties are as follows:

1. The Board of Directors shall appoint a new Company Secretary within 90 days from the date on which the incumbent Company Secretary vacates office or is unable to perform the duties.
2. The Board of Directors shall have the authority to assign any one director to perform the duties during the period in which the Company Secretary has vacated office or is unable to perform the duties.
3. The Chairman of the Board shall notify the name of the Company Secretary to the Office of the Securities and Exchange Commission (SEC Office) within 14 days from the date on which a person is designated to be responsible for that position.
4. To notify the SEC Office of the location where the documents referred to in items 1 and 2 under the heading “Duties and Responsibilities” are kept.

Mr. Wisudhi Srisuphan

Chairman of the Board