



Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	1 / 19

Page	
1. Definitions	2
2. Objectives	4
3. Components, Appointment and Qualification	4
4. Term of Office and Removal from Office	9
5. Scope of Authority, Duties and Responsibilities	11
6. Meeting	13
7. Reporting	16
8. Performance Assessment	16
9. Remuneration	16
10.Orientation and Training	17
Transitory Provisions	17

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	2 / 19

## 1. Definitions

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiaries and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Director”	Director of Gunkul Engineering Public Co., Ltd.
“Independent Director”	Non-executive director with independent qualifications in accordance with the requirements of the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551
“Executive Director”	Director who holds position in the management of the Company
“Non-Executive Director”	Executive Director who is not involved in the day-to-day management of the Company
“Sub-Committee”	The sub-committee of Gunkul Engineering Public Co., Ltd.
“Executives”	Persons holding position from Assistant Vice President level and above of Gunkul Engineering Public Co., Ltd. and the Group
“Executives according to the definition of the Securities and Exchange Commission”	The Chief Executive Officer (CEO) or the first four executives after the Chief Executive Officer (CEO) holding the position equivalent to the fourth rank, including person holding executive position in Accounting or Finance Department whose rank is not lower than departmental manager.
“Connected Transaction”	Connected transaction between listed company or subsidiary with related persons of the listed company, such as directors, executives, major shareholders, or controlling persons of the listed company. Including juristic persons in which such related persons are major shareholders, close relatives, or controlling persons.
“Person with the potential conflict of interest”	<p>This shall include the followings:</p> <ul style="list-style-type: none"> <li>(a) Director or executive of the securities issuer</li> <li>(b) Major shareholder of the securities issuer</li> <li>(c) Controlling person of the securities issuer</li> <li>(d) Person in relation to the persons under items (a), (b) or (c) through the biological relation, marriage relation or the legal registration. This shall include parents, spouse, siblings, children or children’s spouses.</li> <li>(e) Any juristic person in which the persons under items (a), (b) or (c) hold the shares, have the control or have any direct or indirect significant interests.</li> </ul>

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	3 / 19

**“Related Person”**

A person or a partnership having relationship with a person in any of the following characteristics:

- (a) A spouse of such person
- (b) A minor child of such person
- (c) An ordinary partnership in which such person or the person under (a) or (b) is a partner
- (d) A limited partnership in which such person or the person under (a) or (b) is a partner with unlimited liabilities or a partner with limited liabilities holding shares in an aggregate number of more than thirty percent of the total number of shares of such limited partnership
- (e) A limited company or a public limited company in which such person or the person under (a) or (b) or the partnership under (c) or (d) holds shares in an aggregate number of more than thirty percent of the total paid-up shares of such company, or
- (f) A limited company or a public limited company in which such person or the person under (a) or (b) or the partnership under (c) or (d) or a company under (e) holds shares in an aggregate number of more than thirty percent of the total paid-up shares of such company.
- (g) A juristic person in which such person has managing power in his position as representative of juristic person

**“Significant Shareholder”**

A person holding shares of the business more than ten percent of the total number of shares with voting rights of the business including shares held by related persons.


**“Major Shareholder”**

A person holding shares of the company more than ten percent of the total number of shares with voting rights of the company including shares held by related persons.

**“Controlling Person”**

A shareholder or other person who, according to the circumstances, has significant influence on the establishment of policies, management, or operations of the Company, whether such influence arises from being a shareholder or from authority granted through a contract or otherwise. This includes, in particular, individuals who fall into one of the following categories:

- (a) A person with voting right, whether directly or indirectly, over twenty five percent of the total number of shares with voting rights of the company

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	4 / 19

- (b) A person who, according to the circumstances, is able to control the appointment or removal of the director of the company
- (c) A person who, according to the circumstances, is able to control those responsible for establishing policies, managing, or operating the company to comply with their directives in establishing policies, management, or operations of the company.
- (d) A person who, according to the circumstances, is involved in the operations of the company or has responsibilities in the operations of the company similar to that of a director or executive, including the persons holding positions with authority and duties similar to those of such persons in the company.

## 2. Objectives

The “Board of Directors Charter” is prepared to serve as a framework and guideline for operations, ensuring that all directors are aware of their duties and responsibilities to perform their duties correctly and completely.


As the representatives of the shareholders, the Board of Directors must therefore perform their duties with honesty, integrity, transparency, and caution to serve the best interests of the shareholders and the Company, while being fair to all stakeholders according to good corporate governance principles.

The Board of Directors has the primary responsibility of making decisions and supporting the management in defining the Company's vision, mission, strategies, and policies in various areas, as well as monitoring the management's performance and is accountable for the Company's operating results to all groups of shareholders and stakeholders. Including promoting the Company to grow sustainably through ethical, transparent, and accountable management, which will help build confidence among shareholders, investors, stakeholders, and all related parties.

## 3. Components, Appointment and Qualifications

### 3.1 Components and Appointment


- 3.1.1 The Board of Directors shall consist of at least 5 directors but not more than 12 directors. Not less than one-third of all directors shall be independent directors and not less than half of all directors shall reside in Thailand.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	5 / 19

- 3.1.2 The component of the Board of Directors is required to consist of at least 2 female directors.
- 3.1.3 The component of the Board of Directors is required to have the directors specialized in various fields suitable to the business. There shall be the balance of power within the Board of Directors.
- 3.1.4 The shareholders will consider and elect the Company's directors by selecting from a number of qualified persons who are independent and/or qualified persons who are non-executives and/or executives of the Company with approval from the Nomination and Remuneration Committee before proposing to the Board of Directors meeting and/or the shareholders' meeting for consideration. The appointment of directors must be transparent and clear, with consideration given to the educational background and professional experience of those persons, which the information should be detailed enough to aid the decision-making process of the Board of Directors' and/or the shareholders' decision.

In addition, the Board of Directors will arrange the structure and composition of the committee to ensure it can oversee various strategies that align with the Company's business context and support sustainable operations. The Board of Directors may also consider assigning duties and responsibilities to sub-committees to oversee the implementation of business strategies for sustainability.

- 3.1.5 The election of Company's director by the shareholders' meeting shall be made with the majority votes according to the criteria and methods as follows:
- (1) A shareholder has one vote for one share.
  - (2) A shareholder casts vote to elect the Company's director individually.
  - (3) The persons receiving the highest votes, in descending order, will be elected as the Company's director, up to the number of directors to be made or elected at that time. In the event that the persons receiving the next highest votes are tied and exceed the number of available director positions, the Chairman of the meeting will cast a decisive vote.
- 3.1.6 The Board of Directors is required to appoint the Chairman of the Board of Directors. In the case where the Board of Directors deems appropriate, the Board of Directors may select one or more directors to be Vice Chairman and may assign one or more directors to perform any task on behalf of the committee.
- 3.1.7 In the event that the Chairman of the Board of Directors is not an independent director, the Company shall
- (1) Arrange for the composition of the Board of Directors to consist of more than 50 percent of independent directors.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	6 / 19

- (2) Appoint Lead Independent Director to jointly consider determining the meeting agenda.

3.1.8 The Company shall propose its employees to serve as the Secretary to the Board of Directors and the Company Secretary with the approval of the Board of Directors.


## 3.2 Qualifications

### 3.2.1.1 Directors

- (1) The Chairman of the Board of Directors must not be the executive director.
- (2) The Company's directors must meet the qualifications and not possess prohibited characteristics under the Public Company Limited Act, and must not have any traits that indicate a lack of suitability to be entrusted with managing a publicly held business as specified by the Securities and Exchange Commission.
- (3) The Company's directors must possess visions, reliability, knowledge, skills, experience, and expertise, including qualifications in accordance with business strategies of the Company and the Group. They should have professional skills, specialized expertise, and an understanding of the nature of business operations of the Company and the Group, which will be beneficial for the business, as well as adhering to business ethics.
- (4) The Company's directors must not engage in business as partners or serve as directors in other entities that are of the same nature and operate in competition with the Company's business.
- (5) The independent directors must meet the qualifications for independence as specified by the Company and the Notification of the Capital Market Supervisory Board. They must be able to look after the interests of all shareholders and stakeholders equally, and shall be able to express their opinions freely.
- (6) The Company's directors are able to devote sufficient and appropriate time to performing duties.
- (7) To ensure the effective functioning of the Board of Directors, the Board of Directors has established a policy that limit the number of listed companies in which each director may serve as a director to no more than 5 companies.
- (8) The executive directors are required to serve as directors of not more than 2 listed companies outside the Group.

### 3.2.2 Independent Director


For independent director serving as the Company's director, the Company has determined additional qualifications as follows:

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	7 / 19

- (1) Must hold no more than 0.75 percent of the total voting shares of the Company, parent company, subsidiaries, affiliated companies, major shareholders, or controlling persons, including shares held by related persons of the independent director.
- (2) Must not be or have ever been a director involved in management, employee, worker, salaried consultant, or controlling persons of the Company, parent company, subsidiaries, affiliated companies, same-level subsidiaries, major shareholders, or controlling persons of the Company, unless such person has been discharged from the position for at least 2 years prior to their appointment as an independent director. This restriction does not apply with cases where the independent director was previously served as a government officer or advisor to a government agency that is a major shareholder or controlling person of the Company.
- (3) Must not be individuals related by blood or legally registered such as being parents, spouses, siblings, and children, including the spouses of children of other directors, executives, major shareholders, controlling persons, or persons who will be nominated to serve as directors, executives, or controlling persons of the Company or its subsidiaries.
- (4) Must not have, or have ever had, a business relationship with the Company, parent company, subsidiaries, affiliated companies, major shareholders, or controlling persons of the Company in a way that such relation may impede the person from having independent views; and must not be or have ever been a significant shareholder or controlling person of persons that have a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, unless such person has been discharged from the position for at least 2 years prior to their appointment as an independent director.

Business relationship under the first paragraph includes commercial transactions conducted in the ordinary course of business, such as renting or leasing of immovable property, transactions relating to assets or services, or offering or receiving of financial assistance, through loans, guarantees, pledging assets as collateral. This also cover similar behaviors that result in the Company or its counterparties having debt obligation to other party from 3 percent of the net tangible assets of the Company, or Baht 20 million or more, whichever is lower. The calculation of such debt obligation shall be in accordance with the method of calculating connected transaction value according to the Notification




Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	8 / 19

the Capital Market Supervisory Board relating to rules on connected transactions mutatis mutandis. The consideration of such debt obligations shall include debt incurred within 1 year prior to the business relationship with the same individual.

- (5) Must not be or have ever been the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company; and must not be a significant shareholder, controlling person, or partner of the audit firm of which the auditors of the parent company, subsidiaries, major shareholders, or controlling persons of the Company are employed, unless such person has been discharged from the position for at least 2 years prior to their appointment as an independent director.
- (6) Must not be or have ever been a professional service provider of any kind, including legal or financial advisory services, for which they received more than Baht 2 million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company; and must not be a significant shareholder, controlling person or partner of such professional service provider, unless such person has been discharged from the position for at least 2 years prior to their appointment as an independent director.
- (7) Must not be a director appointed to represent the Company's directors, major shareholders or shareholders who are related persons of major shareholders of the Company.
- (8) Must not be engaged in business activities that are similar to and significantly competitive with the Company or its subsidiaries; or must not be a significant partner in a partnership, or serve as an executive director, employee, worker, salaried worker; or hold more than 1 percent of the total voting shares in any other company that engages in business activities similar to and significantly competitive with those of the Company or its subsidiaries.
- (9) Must not have any other characteristics which could obstruct the ability to provide independent opinions on the operations of the Company. After being appointed as independent directors with qualifications in accordance with items (1) to (9), the independent directors may be assigned by the Board of Directors to make decisions on the operations of the Company, including the parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person of the Company, through a collective decision-making.




Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	9 / 19

In the event that the person appointed by the Company as an independent director has or has had a business relationship or professional service exceeding the value specified in items (4) or (6), the Company shall be granted a waiver of the prohibition on having or having had a business relationship or professional service exceeding the specified value only if it has obtained a statement from the Board of Directors indicating that it has considered the principles outlined in Section 89/7 of the Securities and Exchange Act, confirming that the appointment of such person has no impact on their ability to perform duties or provide independent opinions. In addition, relevant information must be disclosed in the notice of the shareholders' meeting regarding the agenda for the appointment of the independent director.

#### 4. Term of Office and Removal from Office

##### 4.1 Term of Office


- 4.1.1 The director has a term of office of 3 years. The directors who have completed their term must be re-elected by the shareholders' meeting, which requires a majority vote of the total number of shareholders attending the meeting and having voting right. If the votes are on par, the Chairman of the meeting is allowed to cast another vote to make a decisive vote.
- 4.1.2 In the Annual General Meeting of Shareholders, one-third of the current number of directors are required to leave the office. If the number of directors could not be divided by three equally, the closest number to one-third of the directors is required to leave the office. The leaving directors in the first and second year after registration shall be drawn to determine who is required to leave the office. For the following years, the directors who have been in the office longest are required to leave their office. The leaving directors may be re-elected to take the office again.
- 4.1.3 In the event that the Board of Directors position becomes vacant for reasons other than expiry of the term according to section 4.1.1. or 4.1.2, the Board of Directors shall appoint a qualified person with no prohibited characteristics in accordance with the law on public company limited and the law on securities and stock exchange to become the director in the following meeting of the Board of Directors, unless the term of such director is less than 2 months (required to be proposed to the shareholders' meeting for appointment). The person appointed to be the director is allowed to stay in the office for the remaining term of the replaced director and the appointment shall be made by the resolution of the Board of Directors for at least three-fourths of the votes of the remaining directors.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	10 / 19

- 4.1.4 In appointing a new director to fill the positions according to the specified number, the process must be expedited quickly in order to ensure continuity of operations of the Board of Directors.
- 4.1.5 The term of office for independent directors is limited to a maximum of 9 years from the date of their first appointment as independent directors. If the Board of Directors intends to re-appoint an independent director beyond this term, they should reasonably consider the necessity of such an appointment.

## 4.2 Removal from Office


- 4.2.1 The Board of Directors is required to leave office in the following cases:
- (1) Death
  - (2) Resignation
  - (3) Lack of qualifications to be the Company's director or independent director or has the prohibited characteristics in accordance with the law on public company limited, laws and/or notification on securities and exchange and related laws and/or any other related notifications.
  - (4) The shareholders' meeting has resolved to remove with a vote of not less than three-fourths of the total number of shareholders attending the meeting and having voting right.
  - (5) Removal made by the court order
  - (6) Expiry of the term
- 4.2.2 The director who wish to resign from the position must submit a written notice to the Company at least 1 month in advance, unless there is force majeure, and specify the reasons. The resignation shall be effective from the date the notice is received by the Company, and such director may also notify the public registrar of their resignation.
- 4.2.3 When the director resigns, the Company is required to notify the Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC) and other relevant regulatory agencies within the specified period together with the reasons for resignation.
- 4.2.4 When a new director is appointed to replace the director who resigned or retired, the Company is required to notify the SET within 3 business days from the date the Company receives the Board of Directors' resolution or immediately upon receiving the shareholders' meeting resolution (whichever is applicable), and must notify the SEC within 7 business days from the date the Company has received the appointment resolution.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	11 / 19


## 5. Scope of Authority, Duties, and Responsibilities

The Board of Directors has the authority, duties, and responsibilities as follows:

- 5.1 To perform duties in accordance with the law, the Company's objectives, regulations, and resolutions of the Board of Directors, as well as resolutions of the shareholders' meeting, with responsibility, caution, and honesty that would be expected of an ordinary person who undertake business would act under the same circumstances, for the best interest of the Company.
- 5.2 To determine vision, mission, strategy, business direction, policy, target, direction of the operating plan and budget of the Company. Including supervising, overseeing, monitoring and examining compliance with the policy, plan, and budget as provided, operational structure and Approval Authority Guide. As well as, assessing the performance of the management consistently.
- 5.3 To determine the charter and major policies of the Company as follows:
  - 5.3.1 Major business policies (Business Ethics and Good Corporate Governance)
  - 5.3.2 The Board of Directors Charter and sub-committees charter
  - 5.3.3 Policy on Roles, Authority, Duties, and Responsibilities of Chairman of the Board of Directors and Chief Executive Officer
  - 5.3.4 Policy on Transaction Measures with Related and Non-Related Persons
  - 5.3.5 Financial policy
  - 5.3.6 Fund management policy
  - 5.3.7 Risk management policy
  - 5.3.8 Policy on internal audit and internal control of the Company
  - 5.3.9 Anti-corruption policy and related policy
  - 5.3.10 Other policy related to corporate governance of the Company
- 5.4 To make decision regarding investments as follows:
  - 5.4.1 Consideration/ Approval on the budget
  - 5.4.2 Consideration/ Approval on the investment project of the Company
  - 5.4.3 Supervision of the project in accordance with the plan
- 5.5 To supervise, oversee, and monitor the Company's operations
  - 5.5.1 To achieve or exceed the targets in accordance with the Company's strategies.
  - 5.5.2 To determine the corrective measures for issues or obstacles that may arise in order to achieve or exceed the targets.
  - 5.5.3 To determine measures and practices for corporate governance to manage sustainability, social responsibility, and anti-corruption, including any other relevant measures and practices.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	12 / 19

- 5.5.4 To comply with anti-corruption measures and any other relevant measures, and be responsible for implementing these anti-corruption measure and any other relevant measures
- 5.6 To prepare general information report and financial report of the Company to report and disclose to shareholders, stakeholders, and general investors correctly, completely, timely, fairly, and as required by law.
- 5.7 To review the adequacy and appropriateness of the Company's financial reporting system, internal control system, and risk management system to ensure confidence in correctness, completeness and reliability of information, reduce risk of fraud, and prevent any illegal act.
- 5.8 To acknowledge the key audit report of the Audit Committee and sub-committees, including the Internal Audit Department, the auditor, and consultants of the Company. Including being responsible for establishing guidelines for corrective actions in cases where significant deficiencies are identified, and managing related transactions to ensure compliance with legal requirements.
- 5.9 To appoint the qualified persons with no prohibited characteristics according to related laws to serve as directors of the Company in the event that the director position becomes vacant for reasons other than retirement by rotation.
- 5.10 To appoint the sub-committees and its chairman, such as the Audit Committee, the Risk Management Committee, the Nomination and Remuneration committee, the Good Corporate Governance and Sustainable Development Committee, the Executive Committee or any other sub-committee. Including appointing the Secretary to the Board of Directors and the Company Secretary to support the functions of the Board of Directors.
- 5.11 To determine remuneration and appoint senior executives of the Company, including establishing succession plan by creating the Company's top executives to ensure continuous replacement.
- 5.12 To appoint one or more directors or other persons to act on behalf of the Board of Directors. Under this delegation of authority, the delegated persons must not have the authority to approve transactions involving themselves or any person with potential conflict of interest, has a stake, or any other conflicts of interest with the Company or subsidiaries. In addition, for any transaction involving the directors or persons with potential conflict of interest, has a stake, or any other conflicts of interest with the Company or subsidiaries, it is stipulated that the directors involved shall have no voting rights, unless such following matters are approved by the shareholders' meeting beforehand
- (1) Matters that the law and the Company's regulations require to be approved by the shareholders' meeting

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	13 / 19

- (2) Transactions that involve a director with conflict of interest and fall under the criteria specified by law or requirements of the SET to be approved by the shareholders' meeting.

5.13 To arrange the annual performance assessment as follows:

- (1) Performance of the Board of Directors
- (2) Performance of each director
- (3) Performance of all sub-committees
- (4) Performance of the Chief Executive Officer of the organization
- (5) Performance of the Company Secretary

Including using the results of such assessment as a guideline for development and improvement, and as information for establishing policies for continuous organizational development.

5.14 To review the policies related to corporate governance and the Board of Directors Charter, including vision, mission or strategy of the Company annually.

5.15 To prepare the performance report of the Board of Directors and disclose in the Annual Registration Statements (Form 56-1 One Report), which the report is signed by the Chairman of the Board of Directors

- (1) Overall comments or remarks that the Board of Directors received from performing duties in accordance with the Board of Directors Charter.
- (2) Any other reports that the Board of Directors deems that shareholders and investors should know within the scope of authority, duties and responsibilities assigned by the shareholders.
- (3) Number of meetings held and meeting attendance of each director. Including remuneration received by each director.


5.16 To perform duties, the Board of Directors may request independent opinions from any other professional consultant when deemed necessary at the expense of the Company.

## (6) Meeting

### 6.1 Number of Meetings

6.1.1 The Board of Directors must hold at least 6 meetings per year, with quarterly meetings scheduled to consider the financial statements in accordance with the applicable laws. Additional meetings may be held as the Chairman of the Board of Directors deems appropriate.


6.1.2 The meeting between the independent directors and the auditor shall be arranged for discussion of problems related to organizational management at least once a year.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	14 / 19

- 6.1.3 The non-executive directors must hold a meeting at least once a year without attendance of the executive directors and management to discuss and exchange opinions on issues related to duties and responsibilities. Including discussing various management issues that are important issues, and inform the Chief Executive Officer of the meeting results.
- 6.1.4 The Chairman of the Board of Directors may call a special meeting when deemed necessary or requested by at least two directors to consider agendas that require special discussion in addition to regular meetings. In cases where at least two directors have requested for a meeting, the Chairman of the Board of Directors or the director assigned by the Chairman of the Board of Directors is required to call the meeting within 14 days since the date of the request.
- 6.1.5 All directors are required to attend the Board of Directors' meeting not less than 75 percent of the total meetings throughout the year.
- 6.1.6 Number of the meeting held and meeting attendance of each director in the past year shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).
- 6.1.7 The Board of Directors has set the meeting schedule in advance throughout the year and notify the directors of the full year meeting schedule at the end of the previous year or at the beginning of the year.

## 6.2 Meeting attendees

- 6.2.1 A minimum quorum must not be less than half to convene a meeting. In addition, when the Board of Directors votes in the meeting, there must be no less than two-thirds of the total number of directors attending the meeting. The Chairman of the Board of Directors is required to chair the meeting.
- In the event that the number of directors becomes less than the required quorum, the remaining directors may act on behalf of the Board of Directors only to convene the shareholders' meeting to elect directors to fill the vacant positions. Such shareholders' meeting must be held within 1 month from the date the number of directors becomes vacant and less than the required quorum.
- 6.2.2 If the Chairman of the Board of Directors is not in the meeting or is unable to undertake his/her duty, the directors shall select one of the directors to chair the meeting.
- 6.2.3 All directors have the opportunity to discuss and express their opinions openly. In the event that the director who has significant conflict of interest is involved in the matter under consideration, that director must leave the meeting during the consideration of such matter.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	15 / 19

6.2.4 At the meeting, the Board of Directors may invite sub-committee members, or the executives of the Company, or those related to the proposed agenda to attend the meeting to provide relevant information.

6.2.5 The Secretary to the Board of Directors and the Company Secretary are required to attend all meetings and in case of necessity unable to attend the meeting, the Company may assign another person to attend the meeting instead.

### 6.3 Meeting Agenda

6.3.1 In the meeting of the Board of Directors, the meeting agenda shall be set in advance, which should at least include the following agenda:

- (1) Matter to be informed to the meeting by the Chairman
- (2) Approval on the previous meeting minutes
- (3) Review of the matters continued from the previous meeting
- (4) Matters to be considered
- (5) Matters to be informed
- (6) Other matters

6.3.2 In the Board of Directors' meeting, there should be a clear agenda, complete and sufficient supporting documents, which must be submitted to the Board of Directors at least 7 days prior to the meeting date for the Board of Directors to have sufficient time to study the information and to request additional information. In the case of urgent necessity to look after the rights or interest of the Company, the meeting invitation can be notified by other means or meeting date can be set earlier than that.

### 6.4 Voting

6.4.1 In voting, each director has one vote. The voting results of the Board of Directors' meeting shall be counted as follows:


- (1) In general cases, the Board of Directors' resolution requires a majority vote. If the votes are on par, the Chairman of the meeting is allowed to cast an additional vote to make a decisive vote.
- (2) In the case of electing a director to fill a vacant position, the Board of Directors' resolution requires a vote of not less than three-fourths of the remaining directors.

6.4.2 The director who has an interest in the matter under consideration must abstain from voting on such matter.

### 6.5 Meeting minutes

6.5.1 The Company Secretary or the person assigned is required to prepare the meeting minutes within 14 days from the meeting date and submit to the Board of Directors without delay.



Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	16 / 19

6.5.2 The Company Secretary or the person assigned is required to submit the meeting minutes and prepares work plans (if any) to the related agencies for acknowledgement and to serve as a guideline for action in accordance with the policies and guidelines set forth.

## 7. Reporting


- 7.1 The Board of Directors is responsible for the consolidated financial reports of the Company and subsidiaries, and financial reports disclosed in the Annual Registration Statements (Form 56-1 One Report). Such financial reports are prepared in accordance with generally accepted accounting standards in Thailand, using appropriate accounting policies that are consistently applied, which the Audit Committee and the auditor consider and review the appropriateness of accounting policies in use on a regular basis.
- 7.2 The Chairman of the Board of Directors shall disclose the following information in the Annual Registration Statements (Form 56-1 One Report)
- (1) Process and criteria for assessing the performance of the Board of Directors as a whole basis and an individual basis
  - (2) Number of meetings held and meeting attendance of each director
  - (3) Remuneration of each director
  - (4) Information on development and training of each director in the past year
  - (5) Report on purchase-sale of shares/securities holding in the Company and changes in holding during the year of the directors and executives according to the definition of the SEC on an individual basis

## 8. Performance Assessment

- 8.1 The Board of Directors is responsible for assessing performance every year, using the assessment form recommended by the SET. Including enhancing and modifying the questions to cover all aspects of the Board of Directors duties and in accordance with the Company's business characteristics.
- 8.2 Process and criteria for assessing the performance of the Board of Directors, both collectively and individually, as well as each sub-committee and Chief Executive Officer (CEO), shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

## 9. Remuneration

- 9.1 At the Annual General Meeting of Shareholders, shareholders will determine the remuneration of the Board of Directors.
- 9.2 The director is entitled to receive the remuneration from the Company in the form of reward, meeting allowance, pension, bonus or other types of benefits in accordance with

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	17 / 19

the regulations or the shareholders' meeting resolution, which may be set as a fixed amount or as a guideline, and may be determined periodically or permanently effective until there is change. In addition, they will be provided with allowances and welfares in accordance with the regulations of the Company and such privileges will not affect the rights of employees or staff of the Company elected as a director to receive remunerations and benefits as employees or staff of the Company.

9.3 Details of remuneration over the past year of each director shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

## 10. Orientation and Training

### 10.1 Orientation

All newly appointed directors are required to attend the "Orientation for new directors" as specified by the Company.


### 10.2 Training

- (1) The directors are required to attend courses related to performance of duties as the Company's director.
- (2) The Company has a policy of continuously encouraging the Board of Directors to attend training to enhance their knowledge under the good corporate governance plans.
- (3) The information on the development and training of each director shall be disclosed in the Annual Registration Statements (Form 56-1 One Report).

## Transitory Provisions

This charter does not affect any act undertaken before this charter is in effect. Any act being undertaken before this charter is in effect shall be continued until completion. In addition, if the Board of Directors is of the opinion that the immediate enforcement of this charter in any matter may have an impact on the Company's operation, the Board of Directors may require that the original rules and regulations in this matter be enforced for the time being.

In addition, persons in any position appointed by the Board of Directors before the effective date of this charter, which include the Secretary to the Board of Directors and the Company Secretary, shall still undertake the post, authority and duties completely until the expiry of term or another person is appointed to replace him/her.

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	18 / 19

### Revision Record

Document No.	Issue No. /Revision No.	Date	Revised Part	Reason of Revision	Date of Cancellation
OMD 2551/07	1.0	27 OCT 2008	Revision (Name of the original regulations and policies: Authority and duties of the Board of Directors and the subcommittee)	To comply with the concept of the supervision agency and the current operation	9 NOV 2012
OMD 2555/01	2.0	9 NOV 2012	Improvement made to the entire copy (Name of the original regulations and policies: Authority and duties of the Board of Directors and the subcommittee)	To expand to include the authority, duties and responsibilities of the subcommittee additionally appointed	22 NOV 2016
OMD 2559/01	3.0	22 NOV 2016	Improvement made to the entire copy (Changed to: Board of Directors Charter)	To determine and segregate the charter of the charter of each committee clearly	25 DEC 2017
OMD 2560/04	4.0	25 DEC 2017	Reviewed	To comply with the principles of the current supervisory and operational departments.	23 FEB 2018
OMD 2561/01	5.0	23 FEB 2018	Reviewed	To comply with the principles of the current supervisory and operational departments.	19 NOV 2018
OMD 2561/08	6.0	19 NOV 2018	Reviewed	To comply with the principles of the current supervisory and operational departments.	2 MAR 2020
OMD 2563/01	7.0	2 MAR 2020	Reviewed	To comply with the principles of the current supervisory and operational departments.	1 MAR 2021
POL-BOD 64-001	8.0	1 MAR 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	12 NOV 2021
POL-BOD 64-026	9.0	12 NOV 2021	Reviewed	To comply with the principles of the current supervisory and operational departments.	10 NOV 2022

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Board of Directors Charter	Doc. No.	POL-BOD_67-001
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024, on 28 February 2024	Issue No.	11.0
		Page	19 / 19

Document No.	Issue No. /Revision No.	Date	Revised Part	Reason of Revision	Date of Cancellation
POL-BOD 65-001	10.0	10 NOV 2022	Reviewed	To comply with the principles of the current supervisory and operational departments.	28 FEB 2024
POL-BOD 67-001	11.0	28 FEB 2024	Reviewed	To comply with the principles of the current supervisory and operational departments.	-