



Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Policy on Roles, Authority, Duties and Responsibilities of Chairman of the Board of Directors and Chief Executive Officer	Doc. No.	POL-BOD_67-036
		Effective Date	13 NOV 2024
	Approved by the Resolution of the Board of Directors Meeting No. 6/2024 dated 13 November 2024	Issue No.	11.0
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1. Definitions

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiary and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Board of Directors”	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Chairman of the Board of Directors”	Chairman of the Board of Directors of Gunkul Engineering Public Co., Ltd.
“Chief Executive Officer”	Top executive (Chief Executive Officer “CEO”) 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

2. Objectives

The Board of Directors deems appropriate to establish the “Policy on Roles, Authority, Duties, and Responsibilities of Chairman of the Board of Directors and Chief Executive Officer” with the objective of clarifying their respective roles, duties, and responsibilities, and serving as a guideline for operations and internal management to be in alignment with internationally recognized principles of good corporate governance, which listed companies are expected to follow. Including to ensure practical implementation across the organization in accordance with the principles of good corporate governance, and to promote the Company’s sustainable growth through ethical, transparent, and accountable management, which will help build trust and confidence among shareholders, investors, stakeholders, and all related parties.


3. Appointment

The Board of Directors shall appoint the Chairman of the Board of Directors and the Chief Executive Officer.

4. Roles, Authority, Duties and Responsibility

4.1 Chairman of the Board of Directors


- 4.1.1 The Chairman of the Board of Directors and the Chief Executive Officer are required to be different person.
- 4.1.2 To determine the agenda of the Board of Directors’ meeting jointly with the Chief Executive Officer, and has measures in place to ensure that important matters are included in the agenda of the Board of Directors’ meeting.

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In case the Chairman of the Board of Directors is not an independent director, the Company shall undertake the following actions:

- Arrange the composition of the Board of Directors to have more than 50% of independent directors, or
- Appoint Lead Independent Director to participate in determining meeting agenda to ensure compliance with the good corporate governance principles

- 4.1.3 To oversee the composition of the Board of Directors to ensure diversity in terms of gender, age, knowledge, expertise, and experience appropriate to the business, as well as to maintain a balance of power within the Board of Directors. This also includes ensuring that the Board of Directors comprises at least two female directors.
- 4.1.4 To call the Board of Directors' meeting and the shareholders' meeting, and serves as the Chairman of the Board of Directors' meeting and/or the shareholders' meeting to conduct the meeting in accordance with the meeting agenda, the Company's regulations and relevant laws. Including managing the meeting to ensure its effectiveness, allocating sufficient time for the executives or relevant persons to present supporting information, and providing opportunities for directors and/ or shareholders to ask questions and express their opinions equally and independently, as well as controlling discussion topic and summarizing the meeting resolution.
- 4.1.5 To cast a decisive vote if the votes are on par in the Board of Directors' meeting.
- 4.1.6 To support and encourage the Board of Directors to perform its duties at full capacity in accordance with the scope of authority, duties and responsibilities, as well as, the good corporate governance principles.
- 4.1.7 Be responsible as the leader of the Board of Directors in supervising, monitoring, and looking after the management of the Board of Directors and sub-committees to achieve the established objectives and plans, including compliance with the laws and the Company's Good Corporate Governance Policy and Sustainable Development Policy.
- 4.1.8 To supervise the implementation of policies and strategic operational guidelines of the management, including providing advices and support for operations undertaken by the management, but not participating in the day-to-day management of the Company.
- 4.1.9 Act as a leader and role model in accordance with the Company's business ethics, while promoting, overseeing, and monitoring management practices based on the principles of sustainability with responsibility toward the environment, society, and


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corporate governance. This also includes ensuring compliance with anti-corruption measures and practices in all forms.

4.2 Chief Executive Officer “CEO”

The Board of Directors has assigned the Chief Executive Officer to be a leader in the management and administration of the Company within the scope of authority as follows:

- 4.2.1 To manage the Company's business, including supervising and controlling overall operations to meet the objectives, regulations, policies, rules, requirements, orders, business strategies, goals and operational plans, financial targets, budgeting, and sustainable organizational development goals, as well as resolutions of the Board of Directors’ meeting and/or the shareholders’ meeting.
- 4.2.2 To ensure the preparation and submission of the Company's business policies, including work plans and budget, to the Board of Directors for approval, and to regularly report on the progress according to the approved plans and budgets to the Board of Directors.
- 4.2.3 To implement or determine management authority to ensure that operations are in accordance with policies, plans and budgets, directions, methods, strategies and business goals, as well as sustainable organizational development goals, to determine the main missions for the management as approved by the Board of Directors in an efficient and effective manner based on the principles of internal control and risk management, which systematically cover key risks, sustainability risks (ESG Risk), and emerging risks.
- 4.2.4 To define management methods, including the selection, training, hiring and termination of employees, as well as establish wage rates, salaries, rewards, bonuses and welfares for employees under the framework and policies set by the Executive Committee and/or the Board of Directors.
- 4.2.5 To supervise, contact, direct, execute, as well as sign legal documents, agreements, orders, notices or any correspondence used for communication with other agencies or persons, in order to ensure that the Company’s operation are completed efficiently and effectively.
- 4.2.6 To have the authority to delegate and/or assign one or more persons to perform any task on behalf. Such delegation of authority and/or assignment shall be within the scope of authority as specified in the power of attorney, or regulations, or requirements determined by the Board of Directors and/or the Company.

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4.2.7 Act as a leader and role model in accordance with the Company's business ethics, while promoting, overseeing, and monitoring management practices based on the principles of sustainability with responsibility toward the environment, society, and corporate governance. This also includes ensuring compliance with anti-corruption measures and practices in all forms.


4.2.8 To have the authorities, duties, and responsibilities as assigned or in accordance with the policy assigned by the Board of Directors.

In addition, the delegation of authorities, duties, and responsibilities of the Chief Executive Officer shall not include any delegation of authority or sub-delegation authority that allows the Chief Executive Officer or delegated person to approve transactions involving themselves or persons with potential conflict of interest, has a stake, or any other conflicts of interest with the Company, subsidiaries, or associated companies (as defined in the Notification of the Securities and Exchange Commission). Approval of such transactions must be proposed to the Board of Directors and/or the shareholders' meetings (as applicable) for consideration and approval in accordance with the Company's Article of Association or relevant laws, except for transactions that are part of the Company's normal business transactions in accordance with the policies and criteria approved by the Board of Directors.

Furthermore, to comply with the good corporate governance principles and to ensure that the Company maximizes the benefits from the Chief Executive Officer's ability to devote time to perform his/her duties effectively, the policy stipulates that the Chief Executive Officer is prohibited from holding positions as a director, or Chief Executive Officer, or any other position with similar roles in other entities with similar characteristics or listed companies outside the Group more than 2 companies, except for participation in subsidiaries or associated companies, as well as serving as a director in public and private sector organizations established for mutual benefit.

5. Reporting

- 5.1 The Chairman of the Board of Directors and the Chief Executive Officer are responsible for reporting to the Board of Directors regarding the execution and performance results at the Board of Directors' meeting at least once a quarter, together with comments on guidelines and recommendations as appropriate.
- 5.2 In the event that there are important actions or content that may have a significant impact on the Company's operations or on the practices of good corporate governance, business

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ethics, sustainable development, the Chairman of the Board of Directors and the Chief Executive Officer are required to report to the Board of Directors within an appropriate period.

6. Performance Assessment


- 6.1 The Chairman of the Board of Directors is responsible for conducting self-assessment and assessing the performance of the Board of Directors as a whole on an annual basis, with the results of the assessment to be reported to the Board for acknowledgment.
- 6.2 The Board of Directors determines performance goals for the Chief Executive Officer and ensures that the Chief Executive Officer's performance is assessed annually, together with the Nomination and Remuneration Committee. A performance management system is implemented using Key Performance Indicators (KPIs) to determine goals and assessment criteria that link to the strategic plan and annual plan, in order to determine appropriate remuneration and incentive measures.
- 6.3 To report on the process and criteria for assessing the performance of the Chairman of the Board of Directors and the Chief Executive Officer.

7. Remuneration


- 7.1 At the Annual General Meeting of Shareholders, shareholders will determine the remuneration of all committee, including that of the Chairman of the Board of Directors.
- 7.2 In determining the remuneration of the Chief Executive Officer, it shall be considered by the Nomination and Remuneration Committee. In determining the remuneration of top executives, both short-term and long-term, which includes salary, annual bonus, and other forms of remuneration, primary consideration should be given to the Company's operating results and the executives' performance.

Transitory Provisions

The persons appointed to be the Chairman of the Board of Directors and the Chief Executive Officer before the effective date of this Policy on Roles, Authority, Duties and Responsibilities of Chairman of the Board of Directors and Chief Executive Officer shall continue to hold the positions and have full authorities and duties as the Chairman of the Board of Directors and the Chief Executive Officer until the expiry of term or other persons are appointed to make the replacement. 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


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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 operations, the Board of Directors may require that the original rules and regulations in this matter be enforced for the time being.

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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	Policy introduced (Initially called: Authority and duty of the board of directors and sub-committee)	To comply with the concept of the supervision and operation units at present	9 NOV 2012
OMD 2555/01	2.0	9 NOV 2012	Improvement made to the entire charter (Initially called: Authority and duty of the board of directors and sub-committee)	Coverage extended to authority, duty and responsibility to appoint additional sub-committee	22 NOV 2016
OMD 2559/07	3.0	22 NOV 2016	Improvement made to the entire charter (Changed to Role, authority, duty and responsibility of the Chairman of the board of directors, Chief executive officer and Managing director)	To clearly determine and separate the role, authority, duty and responsibility of the Chairman of the board of directors, Chief executive officer and Managing director of the organization	25 DEC 2017
OMD 2560/14	4.0	25 DEC 2017	Reviewed	To comply with the principles of the supervising agency and the current operations	19 NOV 2018
OMD 2561/10	5.0	19 NOV 2018	Reviewed	To comply with the principles of the supervising agency and the current operations	2 MAR 2020
OMD 2563/07	6.0	2 MAR 2020	Reviewed	To comply with the principles of the supervising agency and the current operations	1 MAR 2021
POL-BOD 64-012	7.0	1 MAR 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	12 NOV 2021
POL-BOD 64-035	8.0	12 NOV 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	10 NOV 2022
POL-BOD 65-020	9.0	10 NOV 2022	Reviewed	To comply with the principles of the supervising agency and the current operations	28 FEB 2024

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POL-BOD 67-012	10.0	28 FEB 2024	Reviewed	To comply with the concept of supervision and operation units at present	13 NOV 2024
POL-BOD 67-036	11.0	13 NOV 2024	Reviewed	To comply with the concept of supervision and operation units at present	-