



RPCG Public Company Limited

Board of Directors Charter

Revised Version 2026

Note: Approved by the Board of Directors of the Company Meeting No. 1/2026 effective on January 23, 2026

Board of Directors Charter

1. Objective

To make the Directors of the Company understand their roles, duties and responsibilities to the shareholders and stakeholders of the Company by realizing the importance of performing the Director's duties with responsibility, honesty, carefulness and according to the law, the Company's regulations as well as relevant criteria to lead the business to grow according to the vision and mission to achieve the goals established. Generate stable returns on shareholder investments, promote confidence, and create value for the business along with giving importance to the community environment, socially responsible and stakeholders from all sectors. And supervise the management to operate under the policy of good corporate governance to be efficient and effective.

2. Composition

- 2.1 Appointment of the Directors of the Company in accordance with the Company's regulations and relevant legal requirements consisting of qualified persons with knowledge and abilities. There must be honesty and ethics in conducting business with transparency and clarity. The consideration must have educational background and professional experience of that person with sufficient detail for the benefit of decision making by the Board of Directors and shareholders, and have enough time to dedicate knowledge ability and perform duties for the Company.
- 2.2 The Board of Directors consists of not less than 5 persons but not more than 12 persons and not less than half of the total number of Directors must reside in the Kingdom of Thailand.
- 2.3 The structure of the Board of Directors shall comprise an appropriate number of Independent Directors to ensure effective corporate governance. The number of Independent Directors shall be not less than one-third of the total number of Directors and shall not be fewer than three persons, in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.
- 2.4 The Board of Directors consists of at least three audit directors, with this audit committee having full qualifications, announcing the Capital Market Commission at Mon.39/2016, as well as the scope of duties and responsibilities as the Stock Exchange of Thailand. ("Stock Exchange") Announcement.

3. Qualifications of Directors

- 1) Directors of the Company must possess all required qualifications without restriction as to gender, race, or nationality, and must not be subject to any prohibited characteristics as prescribed under the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "Public Company Act"), the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the "Securities and Exchange Act"), as well as any relevant notifications, regulations, and/or rules. In addition, such persons must not exhibit any characteristics indicating a lack of appropriateness or trustworthiness in managing a business with public shareholders, as stipulated by the notifications of the Securities and Exchange Commission. They must also be listed in the directors and executives database of securities issuing companies in accordance with the regulations of the Capital Market Supervisory Board regarding the listing of individuals in the directors and executives information system of securities issuing companies.
- 2) Must be a person with knowledge, skills, and work experience that are beneficial to the Company's business, possess honesty, integrity, and ethical conduct in business operations, and have sufficient time to dedicate their knowledge, capabilities, and fulfill their duties and responsibilities to the Company.
- 3) Must not operate in the same condition. In addition, is a competition with the business of the company; becomes a partner; or is a director of a private company or other company that operates the same condition. In addition, is a competition with the business of the company, whether for their own benefit or for the benefit of others. Unless notified to the shareholders' meeting before the appointment resolution
- 4) In the event that the Chairman of the Board and the Managing Director are the same person, or the Chairman of the Board is not an independent director, or the Chairman and the Managing Director are members of the same family, or the Chairman is a member of the Executive Committee or working group, or is assigned management responsibilities, the Board of Directors shall appoint an independent director to jointly consider and determine the agenda items for Board meetings. 3.5 Directors can hold no more than 5 directors of other listed companies. These are nominated for knowledge and competence that is consistent and in accordance with the policy guidelines, including business strategy that will benefit the company.

- 5) A director may hold directorship positions in no more than five other listed companies. The nomination of a candidate shall primarily take into consideration the individual's relevant knowledge, expertise, and alignment with the Company's policies and business strategies, which are deemed beneficial to the Company.
- 6) In the case of an independent director, the individual must possess full qualifications and maintain independence in accordance with the criteria prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission.
 1. Holding no more than 1% of the paid-up capital of the Company, its subsidiaries or related Companies including shares held by related persons of independent Directors.
 2. Shall not be, or have been, a director involved in management, an employee, staff member, salaried advisor, or a controlling person of the Company, unless such characteristics have ceased for a period of not less than two years.
 3. Must not be a person having blood relationship or legal registration relationship in the nature of father, mother, spouse, sibling, or child, including the spouse of a child, with any other director, executive, major shareholder, controlling person, or any person being nominated as a director, executive, or controlling person of the company or its subsidiaries.
 4. Must not have, or have had, any business relationship with the company in a manner that may interfere with the exercise of independent judgment, and must not be, or have been, a significant shareholder or a person with controlling authority of any person having a business relationship with the company, unless such relationship has ended for not less than two years.
 5. Must not be, or have ever been, the company's auditor, and must not be a significant shareholder, person with controlling authority, or partner of an audit firm that employs the company's auditor, unless such relationship has ended for not less than two years. Must also not be a provider of any professional services who receives fees exceeding Baht 2 million per year from the company, its subsidiaries, or any legal entity that may have a conflict of interest.
 6. Must not be, or have ever been, a provider of any professional services, including legal or financial advisory services, who receives service fees exceeding Baht 2 million per year from the company, and must not be a significant shareholder, person with controlling authority, or partner of such professional service provider, unless such relationship has ceased for not less than two years.
 7. Shall not be a director appointed as a representative of the company's directors, major shareholders, or shareholders who are related to major shareholders.
 8. Shall not engage in any business of the same nature that significantly competes with the business of the Company or its subsidiaries, nor be a material partner in a partnership, or a director involved in the management, an employee, staff member, salaried advisor, or hold shares exceeding 1% of the total voting shares in another company which conducts business of the same nature that significantly competes with the business of the Company or its subsidiaries.
 9. No other considerations compromise the ability to render an independent opinion on the company's operations.

4. Scope of authority, duties and responsibilities of the Board of Directors as follows:

1. Perform duties with responsibility, prudence, honesty, and integrity in compliance with the law, the company's objectives and regulations, as well as the resolutions of the Board of Directors and the shareholders' meeting, in order to preserve and enhance the best interests of the company's business; except in matters that require prior approval from the shareholders' meeting, such as those required by law to obtain shareholders' approval, connected transactions, and the acquisition or disposition of significant assets in accordance with the regulations of the Stock Exchange of Thailand or other relevant government authorities. Establish policies, directions, goals, plans and operating budgets of the Company as well as to supervise the management to perform in accordance with the established policies with efficiency and effectiveness.
2. To determine the company's policies, strategic directions, objectives, operational plans, and budgets, and to supervise and ensure that the management implements such policies efficiently and effectively.
3. To consider the nomination of directors to replace those retiring by rotation, as well as to consider the directors' remuneration as proposed by the Nomination and Remuneration Committee, for submission to the shareholders' meeting for approval.
4. In the event that a directorship becomes vacant for reasons other than retirement by rotation, the Board of Directors shall consider appointing a replacement director, except where the remaining term of the director is

less than two months. The individual appointed to fill such vacancy shall hold office only for the remaining term of the director whom he or she replaces.

5. Consider appointing sub-committees to assist in overseeing the management system, internal control, nomination and remuneration, investment, and corporate governance of the company and its subsidiaries, as well as to support the performance of duties under the responsibility of the Board of Directors in accordance with the established policies.
6. Consider the appointment of the Managing Director and Company Secretary, as well as the determination of their remuneration.
7. Consider the determination and amendment of the names of directors authorized to bind the company.
8. Ensure the preparation of the company's statement of financial position and profit and loss account as of the end of the fiscal year, and sign to certify such financial statements, for submission to the annual general meeting of shareholders for consideration and approval.
9. Consider the selection and appointment of auditors, and review the appropriate remuneration as proposed by the Audit Committee, before submitting to the shareholders' meeting for approval at the annual general meeting.
10. Appoint any other person to operate the business of the Company under the control of the Board of Directors or may delegate so that the said person has the authority and/or within the time as the Board of Directors deem appropriate. The Board of Directors may cancel, withdraw, change or amend the said authority.
11. Monitor, oversee, and manage potential conflicts of interest that may arise between the company and management, the Board of Directors, or shareholders. Supervise and ensure the prevention of improper use of the company's assets and transactions with related parties conducted in an inappropriate manner.
12. Consider and approve the acquisition or disposition of the company's assets, except in cases where such transactions require approval from the shareholders' meeting. In considering such approval, it shall be in accordance with the announcements, regulations, and/or rules of the Stock Exchange of Thailand.
13. Consider and approve connected transactions, except in cases where such transactions require approval from the shareholders' meeting. In considering such approval, it shall be in accordance with the announcements, regulations, and/or rules of the Stock Exchange of Thailand.
14. Consider and approve the payment of interim dividends to shareholders when the Company's performance is deemed sufficiently strong, and report such dividend payments to the shareholders at the next shareholder meeting.
15. To consider and make decisions on matters of material significance, such as policies and business plans for major investment projects, management authority, and any other matters as prescribed by law. The Board may also seek advice from external independent advisors or professional experts, as necessary and appropriate.
16. Oversee that the management establishes an appropriate and effective risk management system.
17. Monitor and oversee the company's financial liquidity and debt servicing capacity, including plans or mechanisms for remediation in the event of financial difficulties.
18. Establish authority levels and approval limits for transactions and other operations related to the Company's business, and delegate such authority to committees or individuals as appropriate. Such delegation shall comply with applicable laws and regulations and be documented in an authority manual.
19. Establish an effective anti-corruption system to ensure that management recognizes its importance and implements it until it becomes part of the organizational culture.
20. Establish appropriate communication channels with shareholders and oversee information disclosure to ensure accuracy, clarity, transparency, reliability, timeliness, and compliance with standards.
21. The Board shall conduct a self-assessment and evaluate its overall performance annually in order to review achievements, problems, and obstacles each year, and use the results to further develop and improve its performance.
22. Responsible to shareholders on a regular basis. Operate by protecting the interests of shareholders. Material information is disclosed to investors accurately and completely, standardized and transparent. Including arranging for an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year or another extraordinary general meeting of shareholders when deemed appropriate.
23. Prepare annual reports and report on the Board of Directors' responsibilities in preparing the financial reports together with the auditor's report, in the annual report which covers important issues of the Company in the past year to present to the shareholders' meeting and distribute to the public in general.

24. Develop and encourage the Company Directors and Executives to attend training courses related to the duties and responsibilities of the Directors and Executives.
25. Consider reviewing and improving the Board of Directors' charter to be suitable for the operations.

5. Approval authority of the board

The Board of Directors has the authority to approve matters within the scope of duties as prescribed by law, the Company's Articles of Association, and resolutions of the shareholders' meeting. This includes considering and approving business policies, vision, mission, objectives, operational plans, business strategies, annual budgets, mergers, demergers, joint ventures, and related party transactions. The Board is also responsible for monitoring and evaluating performance to ensure effective implementation of plans, in compliance with the regulations and guidelines of the Stock Exchange of Thailand, for the utmost benefit of shareholders, under ethical standards, integrity, and due care. This includes risk management policies, annual budget and business plans, performance targets, monitoring and evaluating performance against plans, and overseeing capital expenditures and intercompany transactions.

6. Appointment, Term of Office, and Removal

Appointment

- (1) The appointment of Directors shall be in accordance with the law, the Company's Articles of Association, and relevant regulations, and must be conducted transparently and clearly.
- (2) In the case of Directors retiring by rotation, the shareholders' meeting shall appoint new Directors. The resolution must be passed by a majority vote of the shareholders present and entitled to vote. In the event of a tie, the Chairman of the meeting shall have a casting vote.
- (3) At each annual general meeting of shareholders, one-third of the total number of Directors shall retire. If the number cannot be divided exactly into three, the number nearest to one-third shall retire. Retiring Directors or Independent Directors may be re-elected.

Term of Office

- (1) Directors shall hold office for a term of three years and may be re-elected. At each annual general meeting, at least one-third of the Directors must retire. If the number cannot be divided exactly into three, the number nearest to one-third shall retire.
- (2) The Board of Directors shall elect one Director as Chairman. If deemed appropriate, the Board may elect one or more Directors as Vice Chairman, who shall perform duties as assigned by the Chairman.
- (3) If a Director's position becomes vacant for reasons other than retirement by rotation, unless the remaining term is less than two months, the Board shall appoint a qualified person who does not possess any prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act at the next Board meeting. The replacement Director shall hold office only for the remaining term of the Director being replaced.
- (4) The Board's resolution under paragraph three must be passed by not less than three-fourths of the remaining Directors.

Removal

- (1) In addition to vacating office upon expiration of the term, a Director shall vacate office upon:
 - Resignation
 - Death
 - Lack of qualifications or having prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act
 - Resolution of the shareholders' meeting
 - Court order
- (2) Any Director wishing to resign shall submit a resignation letter to the Company, effective from the Date the letter reaches the Company. The resigning Director may also notify the Registrar of Public

Limited Companies.

- (4) In the event of a vacancy for reasons other than retirement by rotation, the Board shall appoint a qualified person who does not possess any prohibited characteristics under the relevant laws at the next Board meeting, unless the remaining term is less than two months. The replacement Director shall hold office only for the remaining term of the Director being replaced.

7. Quorum and Meetings

- (1) The Board of Directors shall convene meetings at least once every three months to consider matters of significance to the Company's operations. Extraordinary meetings may also be called to address urgent or critical issues. The Chairman and the Managing Director shall jointly determine the agenda and matters for consideration at such meetings. The Board shall schedule meetings in advance for the entire year to ensure all Directors can attend.
- (2) The Board of Directors shall schedule meetings in advance for the entire year to ensure all Directors can allocate time to attend consistently..
- (3) The Chairman of the Board, or the Company Secretary as delegated by the Chairman, shall issue a notice of a Board meeting at least seven days prior to the meeting date. This allows Directors sufficient time to review, consider, and make informed decisions on various matters during the Board meeting. In urgent cases, meetings may be called by other means or on shorter notice. The Company Secretary shall assist in scheduling meetings and record the minutes thereof.
- (4) At a Board meeting, at least half of the total number of Directors must be present to constitute a quorum. If the Chairman is absent or unable to perform duties, the Directors present shall elect one among themselves as Chairman of the meeting. Decisions shall be made by majority vote. Each Director has one vote. In the event of a tie, the Chairman of the meeting shall have a casting vote. Directors with an interest in any matter have no right to vote on that matter.

8. Development of Directors, Executives, and Personnel

- (1) The Company encourages Directors and senior executives to participate in various training and development programs, such as seminars, lectures, and site visits, to enhance knowledge and experience in line with changing circumstances for the benefit of their duties.
- (2) Newly appointed Directors shall attend an orientation program to understand the Company's business, scope of duties and responsibilities of the Board and sub-committees, and other relevant information.
- (3) The Company ensures continuous development and management of personnel to enhance their knowledge and capabilities.

9. Reporting

The Board of Directors shall report the Company's performance to shareholders in the annual registration statement/annual report (Form 56-1 One Report), with details as required by laws, regulations, or relevant rules, and disclose information in accordance with the Stock Exchange of Thailand's requirements, including preparing financial statements in accordance with financial reporting standards.

10. Remuneration

The Board of Directors appoints the Nomination and Remuneration Committee to consider and determine the form and criteria for Directors' remuneration, ensuring appropriateness with their duties and responsibilities. Remuneration is determined based on the Company's performance, individual performance, and abilities, as well as industry benchmarks, to ensure competitiveness and motivation. The proposed remuneration is submitted to the Board for approval before being proposed to the shareholders' meeting.

Directors are entitled to receive remuneration from the Company in the form of fixed payments, meeting allowances, bonuses, or other benefits as specified in the Company's Articles of Association or as approved by the shareholders' meeting, which may be set as a fixed amount, criteria, or for a specific period until changed.

The Board also considers Board diversity and prepares a Board Skills Matrix to identify the qualifications required for new Directors, considering necessary skills, suitability, and alignment with the Board's composition and the Company's business strategy.

11. Charter Review

The Board of Directors shall review and revise the Charter annually to ensure it remains up-to-date and appropriate for the Company's circumstances.

12. Board Performance Evaluation

The Board of Directors shall conduct a self-assessment at least once a year, referencing the assessment forms of the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand, to ensure the Board's performance is effective and meets established objectives.
