บริษัท แพรนด้า จิวเวลรี่ จำกัด (มหาชน)
28 ซอยบางนา-ตราด 28
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Charter of the Board of Directors

1. Leadership and Vision

The Board of Directors, as representatives of the shareholders, is responsible for overseeing the management of the Company's business operations to be in accordance with the laws, objectives and regulations of the Company with the application of the Sufficiency Economy Philosophy in business. Vision, our purpose & our commitment, strategies, policies, goals and business plans are to be determined following components of “moderation”, “reasonableness” and “self-immunity” in which these 3 components shall be under expertise and code of conduct as priority.

2. Composition

(1) The Board of Directors does not have to be composed of the shareholders.

(2) The Board of Directors consists of not less than 5 directors but not exceeding 20 directors and not less than half of the total number of directors must be resided in the Kingdom of Thailand in which the Company's directors shall have qualifications as required by law.

(3) The Board of Directors must consist of at least one-third of the total number of independent directors but not less than 3 directors. Independent directors holding term of office continuously for not more than 9 years from the date of appointment shall hold the position of independent director for the first term.

(4) The Board of Directors consists of at least 3 Audit Committee members.

(5) The Chairman must not be the same person as Chairman of Group Executive Committee.

(6) The appointment of the directors shall be in accordance with the Company's regulations and relevant legal requirements. Hence, there must be transparency and clarity in the nomination of the Company’s directors to be carried out through the process of the Nomination and Remuneration Committee. The consideration must include educational background and occupational experiences with sufficient details for the benefits towards decisions of the Board of Directors and the shareholders.

(7) The directors shall have a term of office as specified in the Company's regulations. The directors who have expired terms may be re-elected to hold the position.

(8) The Board of Directors shall consist of directors with diverse qualifications (Board Diversity) and skills such as industry, accounting and finance, management and law, etc. as well as experiences, abilities, and specific characteristics including gender and age necessary to achieve the objectives and key goals of the organization. Hence, there must be at least one non-executive director with experience in the main business or industry in which the Company operates.

(9) The Board of Directors has a proportion of executive and non-executive directors which reflects an appropriate balance of authority. The majority of the Board of Directors is non-executive directors which can independently provide opinions concerning the performance of the management[/1].

(10) The Board of Directors consists of female directors not less than 30 percent of total number of the directors to strengthen the efficiency of The Board of Directors and consider providing opportunities for women.

3. Qualifications

➢ **Qualifications of the Directors**

(1) The Directors shall have knowledge, ability, integrity, honesty, business ethics and adequate time to dedicate knowledge and abilities to perform the entrusted duties to the Company.

(2) Do not have prohibited characteristics as specified by the laws of Public Limited Companies Act including any characteristics towards lack of suitability to be trusted in managing publicly traded company in compliance with the laws on securities and stock exchange or the criteria prescribed by the Securities and Exchange Commission.

(3) Shall not be a person who violates the rules, regulations, notices, orders or resolutions of the committee or listing agreements on securities and exchange as well as circular letters specifying practices that may have severe impacts on the rights or decisions of the shareholders or investors or changes in securities prices.

(4) The Directors shall not engage in business as partners or become a director in another juristic person with same status which is in competition against the Company's business whether for own benefits or others unless the shareholders' meeting is informed prior to the resolution for appointment.

➢ **Qualifications of the Independent Directors**

Independent Directors must have qualifications in accordance with the requirements of the Securities and Exchange Commission.

(1) Hold shares not exceeding 1 percent of the total number of shares with voting rights of the Company, parent company, subsidiaries, associated company, major shareholders or the controlling persons of the Company. Hence, the shareholdings of related persons of said independent director must also be included.

[/1] Management includes Group Executive Directors and Top Executives in Accounting and Finance Field.

(2) Not being or having been a director who involves in management, as an employee, a staff member, or an advisor receiving salary or the controlling persons of the Company, parent company, subsidiaries, associated company, same-level subsidiaries, major shareholders or the controlling persons of the Company, unless free from such characteristics not less than two years before the date of submitting the application for permission to the Office. Hence, such prohibited characteristics shall not include cases in which the independent director was a government official or an advisor to a government agency which is a major shareholder or the controlling person of the Company.

(3) Not being a person related by blood or by legal registration in the manner of father, mother, spouse, sibling and child including the spouse of the Executive's child, major shareholders, controlling person or a person who will be proposed to be an executive or controlling person of the Company or subsidiary company.

(4) Do not have or have had a business relationship with the Company, parent company, subsidiaries, associated company, major shareholder or the controlling person of the Company in a manner that may impede the exercise of one's independent judgment including not being or having been a significant shareholder or controlling person of a person who has business relationships with the Company, parent company, subsidiaries, associated company, major shareholder or the controlling person of the Company, unless the person has been retired from the aforementioned attributes for not less than two years before the date of submitting the application for permission to the Securities and Exchange Commission

Business Relationships: shall include commercial transactions normally carried out in order to conduct business on renting or leasing real estate, transactions related to assets or services or giving or earning financial assistance by receiving or lending a loan, collateral or giving assets as collateral for debts including other similar circumstances, resulting that the Company or the contracting party has further debt obligations that must be paid to one party from three percent of the Company's net tangible assets or from twenty million baht or more, whichever is lower. Hence, the calculation of such debt obligation shall be in accordance with the method for calculating the value of connected transactions according to the notice of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis mutandis. However, consideration of the said debt burden shall include debt obligations incurred during one year before the date of having a business relationship with the same person.

(5) Not being or having been an auditor of the Company, parent company, subsidiaries, associated company, major shareholder or the controlling person of the Company and not being a significant shareholder, controlling person or partner of Audit office which includes the auditors of the Company, parent company, subsidiaries, associated company, major shareholders or the controlling person of the Company affiliated unless the person has been free from the aforementioned characteristics for not less than two years before the date of submitting the application for permission to the Office.

(6) Not being or having been a professional service provider of any fields which includes providing services as a legal advisor or financial advisor which receives service fees in excess of two million baht per year from the Company, parent company, subsidiaries, associated company, major shareholder or the controlling person of the Company and not being a significant shareholder, the controlling person or a partner of that professional service provider as well unless such person has been free from the aforementioned characteristics for not less than two years before the date of submitting the application for permission to the Office.

(7) Not being a director appointed to represent the Company's directors, major shareholders or shareholders who are related to the major shareholders of the Company.

(8) Do not operate a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries or is not a significant partner in partnership or being a director who participates in management, as an employee, a consultant who receives salary or holds shares exceeding one percent of the total number of shares with voting rights of other entities which operate businesses having the same nature and are in significant competition with the business of the Company or subsidiaries.

(9) Not having any other attributes which prevent giving independent opinions regarding the Company's operations.

After being appointed as an independent director who has attributes according to item 1 to 9, the independent director may be assigned by the board of directors to make decisions on the operations of the Company, parent company, subsidiary company, associated company, same-level subsidiaries, major shareholders or the controlling person of the Company with decision making process in form of collective decision.

4. Authorities

(1) Appoint and remove advisors to the Board of Directors, various Committees and top executives[/2].

(2) Appoint an executive committee or assign one or more directors or other persons to act on behalf of the Board of Directors. Hence, delegation of such authority, the authorized person must not have authority to approve transactions that such person or other persons may have conflicts with ("persons who may have conflicts" shall have the meaning as prescribed in the announcement of the Securities and Exchange Commission.), have an interest or may have a conflict of interest in any other manner with the Company or subsidiaries unless for the matters related to laws and regulations of the Company. This shall also include making transactions according to the rules and regulations of the Securities and Exchange Commission prescribing that matters can be acted in case approval has been made from the shareholders' meeting. In this regard, transactions in which the directors or persons who may have conflicts of interest or may have other conflicts with the Company or subsidiaries, the said directors are not subject to the voting rights on such agenda.

(3) Consult an expert or the Company's consultant (if any) or hire a consultant or outside experts who are independent to assist in providing opinions for consideration at the shareholders' meeting, the Board of Directors' meeting or the Audit Committee meeting.

(4) Approve obtaining or canceling credit limit in the amount exceeding the authority of the Group Executive Committee.

(5) Approve lending to companies that have business relationships with the Company as shareholders or companies that have business operations with each other or other companies in the amount exceeding the authority of the Group Executive Committee.

(6) Approve the guarantee of credit limit for companies that have business relationships with the Company as shareholders in the amount exceeding the authority of the Group Executive Committee or companies that have business operations with each other or another company.

(7) Approve the establishment, merger or dissolution of subsidiaries.

(8) Approve capital increase in subsidiaries and related companies that exceed the authority of the Group Executive Committee.

(9) Approve investment, sales of investments in equity instruments and/or debt instruments in the amount exceeding the authority of the Group Executive Committee.

[/2]Top Executives include Managing Director of each function and Top Executives in Accounting or Finance Field.

(10) Approve procurement and investment in fixed assets in the amount exceeding the authority of the Group Executive Committee.

(11) Approve the restructuring, destruction and write-off of fixed assets and intangible assets that are no longer in use, damaged, lost, destroyed, deteriorated or obsolete which cannot be used having total book value in the amount that exceeds the authority of the Group Executive Committee.

(12) Approve the purchase of products, raw materials and supplies in the amount exceeding 10 million baht or more.

(13) Approve general expenses in excess of 10 million baht or more.

(14) Approve expenses for charitable donations, contributions in the amount exceeding 500,000 baht or more.

(15) Approve gift expenses and welcoming service fee in the amount exceeding 100,000 baht or more.

(16) Approve the purchase of fixed assets with a budget of more than 20 million baht with non-budgeted approval of more than 5 million baht or more.

(17) Approve compromise, settlement of disputes by arbitration, complaints, lawsuits and/or proceeding with any legal proceedings on behalf of the Company for issues that are not in the normal course of the Company's business and/or that are in the normal course of business in areas in which the capital is beyond the authority of the Group Executive Committee.

(18) Approve entry into transactions that are not in the normal course of business in the amount exceeding the authority of the Executive Committee.

(19) Propose a capital increase or decrease or changes in stock value including change in memorandum, regulations and/or objectives of the Company to the shareholders.

(20) Delegate authority to advisors to the Board of Directors, various Committees, Managing Director and the Executives of the Company or any other persons authorized on behalf under the scope of authorities and duties of the Board of Directors.

(21) Have authority to invite advisors to the Board of Directors Various Committees and Managing Director of each function and executive level employees of related companies come to explain, give opinions, attend meetings or submit documents as deemed relevant and necessary.

(22) Consider and approve the annual business plan and budget proposed by the Group Executive Committee.

(23) Consider and approve important business matters as required by law and the Company's regulations.

(24) All authorities of the Board of Directors as mentioned above related to the matter of acquisition or sale of assets and connected transactions shall be complied with the announcement of the Capital Market Supervisory Board and consider approval on the principles related to general trade agreements for entering into transactions between the Company or subsidiaries with the Directors, the executives or related persons to set the framework for the management to have the authority to carry out such transactions under the framework and scope of relevant laws and criteria including following up on the progress of entering into the said transaction.

(25) Review the Company's table of authority and its subsidiaries as presented by the management to ensure that check and balance procedures are applied.

5. Roles, Duties and Responsibilities

For the operations of the Company, the Company Directors must perform their duties with responsibilities, Duty of Care and Duty of Loyalty and must comply with the laws, objectives, and regulations of the Company and resolutions of the Board of Directors and resolutions of the shareholders' meeting as well as Duty of Obedience and Duty of Disclosure. The duties of the Board of Directors are obliged to the followings:

(1) Set the vision, our purpose & our commitment, strategy and policy of the Company including overseeing the operations of the Group.

(2) Consider determining and amending the directors who are authorized to sign to bind the Group and set conditions as necessary to protect the benefits of the Company which shall not violate the relevant laws.

(3) Proceed for the Company and its subsidiaries to implement appropriate and efficient accounting systems and provide reliable financial reporting and auditing which is correct and in accordance with generally accepted accounting standards of each country in which the Company owns its business as well as providing an adequate and appropriate internal control system and internal audit system with a document storage system that allows the accuracy of information to be checked later. This also includes continuously and regularly reviewing and improving the internal control systems of the Company and its subsidiaries both domestic and abroad in order to keep up with changes in business operations and promote the use of information technology in disseminating information as well as promoting and supporting the work of the Audit Committee in all aspects to allow the Audit Committee to be able to perform duties efficiently and proceed to establish the Company's own internal audit unit (IA In-house) or hire an internal auditor (IA Outsource).

(4) Duties of consideration and work monitoring are as follows:

4.1 Follow up the progress of the Group's strategic operations covering various aspects of the plans which may have a significant impact on the success of the Group's strategy or lead to important strategic changes of the Group.

4.2 Continuously follow up on the operations of the Group in comparison with target and forecast at least once a quarter to ensure that the management operates according to the operating plan and budget as well as proceeding any legal actions and policies as declared. In case the performance does not meet the set goals, there must be a discussion to find out the amendments to such goals which should cover various aspects, both short-term and long-term goals, including key performance indicators and competitor analysis.

4.3 Consider details related to the use of fundraising funds including the feasibility of project investment, suitability of value and funding channels, the Company's capital structure, investment contract and the adequacy of money received from fundraising which is used for investing in the project as well as carefully following up with the management to study the economic conditions and industry growth trends of the business in which the company will use funds to invest in.

If the fund is not used according to its intended purpose, urgent corrections and measures must be established to stop and prevent the Company from using the fund raised inappropriately and towards wrong purpose. In addition, to ensure that the Company reports and discloses information on the use of fundraising funds to the shareholders appropriately, consistently and in accordance with the reporting period as specified in the criteria.

(5) Duties on Human Resources Management are as follows:

5.1 Consider together with the management and provide approval to the vision and strategies concerning human resources management and personnel development plans.

5.2 Consider together with the management and provide approval to the strategies concerning remuneration of the Group and consider and approve various compensation plans based on performance to provide incentives for hiring and retaining high potential personnel.

5.3 Ensure that the criteria, methods and processes are clear, transparent, appropriate and useful to the organization in recruiting, removing or terminating the executive directors and top executives as well as advisor to the Board of Directors in order for the Company to have a management team with appropriate qualifications, knowledge, abilities and experience in operating the business of the Group to be effective and successful.

5.4 Ensure that the Group has an effective process for evaluating the performance of top executives through assessment by the Nomination and Remuneration Committee by comparing with annual target jointly set.

5.5 Ensure that there is a succession plan to prepare for succession to the position of top executives by having the Chairman of Group Executive Committee periodically report the results of operations according to the succession plan to the Board of Directors for acknowledgment at least once a year including supervision of the business towards management and development of personnel to have the appropriate amount of knowledge, skills, experiences and motivation.

5.6 Promote and support individuals or agencies involved in the corporate governance system such as the Directors, Committees, top executives in accounting and finance fields, corporate secretary and Investor Relations Office to regularly attend training sessions to enhance knowledge and skills necessary to perform the duties.

(6) Duties on management and monitoring the completeness are as follows:

6.1 Review and approve vision, our purpose & our commitment, strategies, policies, goals, business plans and budgets to ensure that there is communication to employees at all levels of the Company.

6.2 Ensure that the financial reporting system and disclosure of important information are accurate, adequate, timely and complied with regulations as well as in accordance with relevant standards and guidelines and report the responsibilities of the board to be included in annual financial report.

6.3 Supervise and follow up to ensure data security including determining policies on the use of inside information and securities trading of the Directors, executives and employees who may get to learn significant inside information of the Company by setting blackout period during timing when the Company will disclose significant information and may affect to the price of the Company's securities.

6.4 Ensure that the management supports information and operations to enable the effectiveness in performance of related departments such as auditors, financial advisors to ensure that auditing, internal control system and financial reporting are independent from the board and the management.

6.5 Ensure that risk management of important issues is in place.

6.6 Ensure that there is a clear and transparent management process regarding the related inter-business transactions as well as ensuring that there is a regular report submitted to the committee.

6.7 Ensure that there is an effective internal control system that provides accurate, complete, and reliable information as well as practices which are consistent with policies and regulations including various laws and regulations related to property management and effective utilization of resources with maximum benefits.

6.8 Arrange balances of power between the management and/or major shareholders to be at an appropriate level by giving importance to the proportion or number of independent directors of the board.

6.9 Ensure that there is a process for submitting information to ensure that the board receives sufficient information from the management to be able to carry out duties and responsibilities completely.

6.10 Ensure that meeting documents are complete and are disseminated in advance before the meeting date, supervise preparation of the minutes with complete details and manage for a storage and control system to prevent any amendments of the minutes after the minutes were certified.

6.11 Follow up on issues and situations of conflicts of interest that may occur.

6.12 Ensure that the Company has appropriate systems towards effective communication with the Company's stakeholders and the public.

6.13 Oversee the recruitment and selection of the Directors and top executives with transparent and clear process.

6.14 Protect and build the Company's reputation.

(7) Duties on establishment and determination of roles and responsibilities of the Committees are as follows:

7.1 Appoint and establish various Committees as appropriate and necessary to support the management of the Board of Directors including the Group Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Corporate Sustainable Development Committee or appoint any additional Committees.

7.2 Consider and approve the roles and responsibilities of various Committee members as well as change of composition including any significant changes towards the operations of the Committees that have been appointed.

7.3 Scrutinize and consider the reasonableness of transactions from the Committees and review the internal control system to be consistent with the transactions.

(8) Assessment of the performance of the Board of Directors;

8.1 The Board of Directors shall arrange for the assessment of the Board of Directors and the Committees at least once a year with 2 forms of assessment as follows:

8.1.1 Individual Assessment (Self-Assessment)

8.1.2 Group Assessment for the Board and the Committee

8.2 Present the assessment results and opinions to the meeting to jointly support the operations of the committees to be more effective.

(9) Ensure that the Company conducts business with transparency, adheres to the principles of good corporate governance and does not support any forms of corruption, whether directly or indirectly.

(10) Dedicate time by seeking benefits for the Directors or any personnel and shall not take any action that conflicts or competes with the Company's interests.

(11) Encourage employees at all levels to be conscious of ethics and morality and follow the principles of good corporate governance, business ethics and the Company's anti-corruption policy along with supervising for an appropriate internal control system and internal auditing to reduce the risk of corruption and improper use of authority including preventing any illegal acts.

(12) Ensure the interests of both major and minor shareholders according to the rights with fairness as well as promoting the shareholders to be able to exercise their rights to protect their own interests and receive news that is accurate, complete, transparent, verifiable and timely.

(13) Encourage the Company to become member of the Thailand Private Sector Coalition Against Corruption (CAC) and participate in the assessment of the Corporate Governance Report of Thai Listed Companies (CGR).

(14) Be aware of the roles, duties and responsibilities of the Board of Directors and respect the rights and treat shareholders and other stakeholders in a fair and transparent manner as well as supervising the establishment of processes and communication channels for receiving complaints or reporting inappropriate behavior (whistleblower) and handle complaints as well as whistleblowing cases.

(15) The Board Chairman shall carry out the duties and responsibilities as stated above efficiently and effectively.

(16) Arrange for Corporate Secretary to help carry out various activities of the board and the Company including the Board of Directors' and the shareholders' meetings as well as regularly giving advice to the Directors and the Company to be complied with and operate in accordance with related laws and regulations along with ensuring that the Directors and the Company disclose information correctly, completely, transparently and promote the corporate governance practices following good corporate governance standards.

(17) Arrange for personnel to be responsible for communicating the Company's information to relevant parties such as shareholders, bond holders, analysts and investors, etc. by establishing an investor relations department to liaise with outsiders to understand the Company and its business completely, correctly, appropriately and within the time frame as specified by laws and regulations as well as encouraging regular participation for the Opportunity Day at least once a year.

6. Roles, Duties and Responsibilities of the Board Chairman

(1) Being a strategic leader, supervising, monitoring and ensuring that the duties of the committee are efficient and achieved the main objectives and goals of the organization.

(2) Supervise and ensure that all directors participate in promoting an ethical organizational culture and good corporate governance.

(3) The Board Chairman or the person assigned has the duty to call a meeting of the Board of Directors by sending a meeting invitation at least 3 days before the meeting date in order to allow the Directors sufficient time to study, consider and make correct decisions on various matters during the Board of Directors' meeting.

(4) Presided as the Chairman of the Board of Directors' meeting with decisive vote.

(5) Play a significant role in determining the meeting agenda for the Board of Directors in consultation with Chairman of Group Executive Committee, Managing Director of each function as well as establishing measures to ensure that important matters are included in the agenda.

(6) The Chairman has the duty to allocate sufficient time for the management to propose matters which are sufficient for the Directors to thoroughly discuss important issues and encourage the Directors to exercise careful judgment, provide independent opinions and summarize the meeting resolutions.

(7) Strengthen positive relationships between the executive directors and non-executive directors and between the Board of Directors and the management.

(8) Communicate and inform important information to the Board of Directors.

(9) Support the Company's directors, executives and auditors and chairman of various committees especially the Chairman of the Audit Committee to attend the shareholders' meetings and act as the meeting chairman to control the meeting to be run efficiently and to answer shareholders' questions.

(10) Serve as the decisive vote in the shareholders' meeting in regular case where the majority vote of the shareholders attended the meeting have equal votes.

(11) Support the Board of Directors to perform their duties within the scope of authority, duties and responsibilities of Board of Directors according to law and the principles of good corporate governance.

7. Term of Office and Retirement

(1) Term of Office

- For the Annual General Meeting of Shareholders, 1 in 3 of the directors must leave the term of office. In case the number of directors cannot be divided into 3 parts, then the number closest to 1 in 3 must leave for the first year. In the second year, after the Company's registration, the method of drawing lots shall be used to determine who will leave. For the subsequent years, the directors who have been in office for the longest term will leave the position. The directors whose terms expire may be re-elected to hold new positions.

(2) Retirement

2.1 The Directors shall be retired from position when:

- Deceased
- Resigned
- Lack of qualifications prescribed by Public Company Limited Act, B.E. 2535
- The shareholders at the shareholders' meeting voted for the directors to leave with a vote of not less than three-fourths of the number of shareholders attended the meeting and had the right to vote with not less than half of the number of shares held by shareholders attended the meeting and had the right to vote.
- The court has an order.

2.2 Any director who wishes to resign from the position must submit a resignation letter to the Company. Resignation shall be effective from the date the resignation letter submitted to the Company. The director who resigned under paragraph one may also notify the resignation to the Public Company Registrar.

2.3 In case the position of director is vacant for a reason other than retirement, the Directors shall select any person who has qualifications required by the law of Public Limited Companies Act to be a replacing director at the next meeting of the Board of Directors. Unless the director's remaining term is less than 2 months, the replacing person will then hold the position of director only for the remaining term of the director he or she replaces.

2.4 There is no retirement term for the Founding Director of the Company. For the Directors who are not the founder shall be retired at the age of 65 on the meeting date of the Annual General Meeting of Shareholders unless being approved with unanimous resolution from the Board of Directors deducted by the votes of interested directors.

8. Directorship in Other Companies

In order that the directors can dedicate time and effort to perform their duties, The Board of Directors has determined that the number of other companies in which each director will serve shall not exceed 5 listed companies. The Directors must notify the Board of Directors' meeting before becoming directors in other listed companies.

9. Meeting

(1) The Board of Directors' meeting must have no less than half of the total number of directors present to constitute a quorum. In case that the Board Chairman is not present at the meeting or unable to perform duties, the Vice Chairman, if any, shall be the Chairman of the meeting. If there is no Vice Chairman or there is but unable to perform their duties, the committee members present at the meeting shall elect one committee member to be the Chairman of the meeting.

(2) The final decision in the Board of Directors' meeting shall be passed by majority votes with one director having one vote, unless the director who has conflict of interest in any matter is not entitled to vote for such agenda. If the votes are equal, the Chairman of the meeting shall cast one additional vote as the decisive vote.

(3) The Board of Directors' meeting shall be held at least once every 3 months. In case the number of meetings for performance assessment of various Committees during the year is included, the number of meetings has been determined to be no less than 6 times per year. The meetings and agenda of the Board of Directors have been determined in advance and the Chairman shall thus call the Board of Directors' meeting. In case of necessity, if 4 or more directors request the Chairman to call a meeting of the Board of Directors, the Chairman will set the meeting date within 14 days from the date of receipt of the request.

(4) The Chairman or committee member assigned by the Chairman shall set the date, time and location of the Board of Directors' meeting. Locations other than the area where the Company's headquarter is located or nearby provinces may be set as meeting location. If the Chairman or a committee member assigned by the Chairman do not specify the meeting location, the Company's headquarter shall be set as the meeting location.

(5) In calling the Board of Directors' meeting, the Chairman or the person assigned shall send the meeting invitation letter via registered post or delivered to the directors or representatives of the directors directly by specifying the date, time, place and meeting business to the directors at least 3 days before the meeting date. Unless the urgent cases to preserve the Company's rights or interests, the meeting details will be notified by other means in which the meeting date may be set earlier.

In case of electronic media meeting, the invitation letter, there shall be clearly informing that the meeting will be done by electronic media and there shall be specifying regarding the electronic media that each director will access the media for participating in the meeting.

In case it is the meeting through electronic media, it is deemed that the location the head office of the company is the place of meeting.

(6) Set the minimum number of quorums. At the time the committee votes at the meeting, there must have a committee not less than two-thirds of the total number of directors.

(7) The Chairman shall approve for issues to be included in the meeting agenda. Each director including the management can propose issues that are beneficial to the Company to the meeting agenda.

(8) The Board Chairman shall allocate adequate time towards presentation of documents and information of the management upon consideration and inquiry and discuss important issues of the Board of Directors. The Board of Directors determines that non-executive directors to meet with each other as necessary to discuss management issues of interest without the presence of the management and notify Managing Director of the meeting results.

(9) The Board of Directors must fully dedicate time and attention to the Company and be prepared to attend regular meetings. If there is an important mission causing unavailability to attend the meeting, the Chairman must be notified.

(10) The Board of Directors has access to additional necessary information from the Chairman of Group Executive Committee, Managing Director of each function and other assigned executives within the scope of specified policy. If necessary, the Board of Directors may provide independent opinions from outside consultants or professionals as reference for each meeting.

(11) The Chairman shall encourage the Chairman of Group Executive Committee to invite other top executives to attend the Board of Directors' meetings to directly provide additional detailed information related to such issues.

(12) Minutes taking for the Board of Directors' meetings, summary of meeting results and the opinions of the Board of Directors must be clear for reference.

(13) In the meeting of the board of directors each director has a proportion of meeting attendance. At least 75 percent of the annual meeting

10. Performance Assessment

(1) Conduct performance assessment by the Nomination and Remuneration Committee at least once a year.

(2) Assessment shall be conducted both individual (self-assessment) and group and disclosed with criteria, procedures and overall assessment results in the annual report which shall also be reported to the Committee.

The self-assessment comprises of the following items:

2.1 Structure and qualifications of the Board

2.2 Meetings of the Board

2.3 Roles, duties and responsibilities of the Board

(3) The group assessment comprises of the following items:

3.1 Structure and qualifications of the Board

3.2 Roles, duties and responsibilities of the Board

3.3 Meetings of the Board

3.4 Duties of the Board

3.5 Relationships with the Management

3.6 Self-development of the Directors and development of the Executives

11. Disclosure of Information

The Board of Directors strictly oversees the disclosure of the Company's information related to both financial and non-financial aspects which shall be complete, truthful, reliable, consistent and timely in accordance with business-related laws and the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

12. Orientation of the New Directors and Training of the Directors

The selected candidate who is appointed to be the new director shall be provided with training courses concerning the business of the Company as well as duties and responsibilities of the Board of Directors. The information generally used in orientation when being appointed as the Director from the shareholders' meeting includes the requirements by laws, the memorandum of association, the articles of association, the scope of duties and responsibilities of the Board of Directors and the sub-committees, the minutes of the Board of Directors' meeting on a previous year, the Listed Companies handbook, the SET CG Principles & Guidelines, the policy of Corporate Governance and Code of Conduct and business-related laws as well as the Company's rules, the Director training courses and other information related to the Company's business operations, etc. For the orientation, the Company Secretary is appointed to present all information to the new director. The Board of Directors has practically set up the policy in promoting the Directors to continuously obtain the knowledge and participate in training courses or seminars.

13. Charter Review

The Board of Directors shall review this charter every year and will suggest any changes as deemed appropriate.

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Mrs. Rawittha Pongnuchit

Board Chairman

Pranda Jewelry Public Company Limited

14th Edition

This Charter has been approved by the Board of Directors' meeting of Pranda Jewelry Public Company Limited 5/2025 on November 12th, 2025 and to be effective from November 12th, 2025 onwards.