

## **Board of Directors Charter**

### **Thai Poly Acrylic Public Company Limited**

The Board of Directors of Thai Poly Acrylic Public Company Limited (the “Company”) plays a vital role in overseeing and directing the organization. The Board is responsible for defining the Company’s vision, strategies, policies, and business directions in alignment with the business environment and competitive landscape of the industry, with the objective of achieving stable and sustainable growth.

The Board of Directors shall perform its duties with responsibility, due care, prudence, and integrity, for the utmost benefit of the Company, its shareholders, and all stakeholders, in accordance with the principles of Good Corporate Governance.

The Board of Directors is responsible for overseeing the Company’s overall operations, establishing policies and management frameworks, while refraining from involvement in day-to-day management, which is the responsibility of the management team. Any delegation of authority to management shall be within the scope approved by the Board of Directors and shall be reviewed periodically as appropriate.

In addition, the Board of Directors shall be responsible for supervise, monitor, and evaluate the performance of the management team and the Managing Director to ensure that operations are conducted in accordance with the approved strategies, plans, and objectives in an efficient, transparent, and accountable manner. This Charter of the Board of Directors has therefore been established to serve as a framework for all directors in the performance of their duties.

#### **1. Scope of Duties of the Board of Directors**

The Board of Directors shall act as representatives of the shareholders in overseeing the Company’s affairs, adhering to the principles of responsibility, due care, integrity, compliance with laws, the Company’s objectives and Articles of Association, and ensuring accurate, complete, transparent, and timely disclosure of information. The Board of Directors shall determine and review the Company’s vision, mission, strategies, and key policies, approve business plans, annual budgets, and performance targets, and regularly monitor and evaluate operating results.

The Board shall ensure that the Company maintains appropriate and effective risk management, internal control, and internal audit systems. It shall oversee compliance with applicable laws and regulations, including the supervision of transactions that may give rise to conflicts of interest and related-party transactions, based on principles of transparency and fairness. Directors who have an interest in any matter shall not participate in the consideration or vote on such matter.

The Board of Directors recognizes the importance of the rights of shareholders and stakeholders, the receipt of opinions and feedback, the establishment of complaint and whistleblowing channels, and the protection of whistleblowers acting in good faith. The Board shall also promote sustainable business practices, innovation, technology development, human capital development, and corporate social and environmental responsibility. Furthermore, the Board shall ensure the establishment of a succession plan for senior executives and conduct annual performance evaluations of the Board as a whole and on an individual basis.

## **2. Roles and Responsibilities of the Chairman of the Board**

The Chairman of the Board shall serve as the leader of the Board of Directors and ensure that the Board's duties are carried out effectively, transparently, and independently.

The Chairman, together with the Managing Director, shall determine the meeting agenda and ensure that directors receive complete and sufficient information in advance of meetings. The Chairman shall encourage directors to express their opinions freely and carefully, clearly summarize meeting resolutions, and follow up on the implementation of such resolutions.

The Chairman may arrange meetings of the Board without executive directors present, as appropriate, to allow for independent discussion. The Chairman shall also oversee shareholders' meetings to ensure they are conducted transparently and fairly, allowing shareholders to exercise their rights equally, and shall serve as a role model in corporate governance and business ethics.

### **3. Composition of the Board of Directors**

The Board of Directors shall comprise a number of directors appropriate to the size and nature of the Company's business. Independent directors shall constitute no less than the proportion required by law and relevant regulations. The Board shall possess a diversity of knowledge, expertise, and experience.

The Board may appoint sub-committees, such as the Audit Committee and the Nomination and Remuneration Committee, to assist in reviewing and screening significant matters within the scope of authority assigned to them.

### **4. Qualifications of Directors**

Directors must possess qualifications as required by law and have the knowledge, competence, experience, integrity, ethical standards, and independent judgment necessary to perform their duties. Directors must be able to devote sufficient time to their responsibilities and shall not hold directorships in other companies in excess of the limits prescribed by applicable regulations, in order to ensure effective performance of their duties.

### **5. Term of Office**

Directors shall hold office for the term specified in the Company's Articles of Association. At each Annual General Meeting of Shareholders, directors shall retire by rotation in accordance with the proportion prescribed by law and may be re-elected.

Removal from office prior to the expiration of term shall be in accordance with applicable laws, the Company's Articles of Association, resignation, shareholders' resolution, or court order. In the event of a vacancy, the Board may appoint a qualified person to serve as a replacement director for the remaining term of the vacating director.

## **6. Meetings of the Board of Directors**

The Board of Directors shall hold at least four meetings per year and may convene additional meetings as necessary. Meeting agendas shall be determined in advance, and supporting documents shall be provided to directors within an appropriate timeframe prior to the meeting.

Board meetings may be conducted via electronic means as permitted by law.

## **7. Quorum and Voting**

A quorum for a Board meeting requires the presence of no less than half of the total number of directors. Resolutions shall be passed by a majority vote, with each director having one vote. Any director with a conflict of interest in a matter under consideration shall not have the right to vote on that matter.

## **8. Approval Authority of the Board of Directors**

The Board of Directors shall have the authority to approve significant matters of the Company as prescribed by law, the Company's Articles of Association, and shareholders' resolutions. This includes the approval of strategies, business plans, budgets, investments, material transactions, and risk management policies.

The Board may delegate certain authorities to management within defined limits and conditions.

## **9. Remuneration**

Directors shall receive remuneration in accordance with the criteria and amounts approved by the shareholders' meeting, and such information shall be disclosed in compliance with regulatory requirements.

## **10. Review of the Charter**

The Board of Directors shall review this Charter at least once per year and propose amendments for approval as appropriate.

This Charter shall be effective from 26 February 2026.

**Announced on 26 February 2026**

A handwritten signature in blue ink, appearing to read 'P. Bogey', is written above a dotted line.

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Mr. Peter Andrew Bogey  
Chairman of the Board