

**Charter of the Board of Directors****Amata VN Public Company Limited 2025**

No.1 This Charter shall be called as the “Charter of the Board of Directors Amata VN Public Company Limited 2025”

No.2 This Charter shall come into force as of the date of signing by the chairman.

No.3 Definition of the significant term in this Charter,

- 3.1 “Company” means Amata VN Public Company Limited.
- 3.2 “Board of Directors” means a Board of Directors of the company.
- 3.3 “Director” means a Director of the company.
- 3.4 “Chairman of the Board” means a Chairman of the Board of Directors of the company.
- 3.5 “Subcommittee” means the company’s 4 subcommittees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Committee and the Risk Management Committee
- 3.6 “Related party” means a person as specified under section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).
- 3.7 “Subsidiary” means a company in which the company holds shares, directly or indirectly, of more than 50 percent of its paid-up capital.
- 3.8 “Associated Company” means a company in which the company holds shares, directly or indirectly, of less than 50 percent of its paid-up capital.
- 3.9 “Major Shareholder” means a person who holds shares of more than 10 percent of its shares with voting rights.
- 3.10 “Independent Director” means independent director as specified by the Notification of the Capital Market Supervisory Board no. Thor.Jor. 28/2551 (2008) dated December 15, 2008 (as amended).

No.4 Composition and criteria of the Board of Directors

- 4.1 The Director shall consist of at least 5 members and no more than 12 members.
- 4.2 The Directors shall include at least one-half of its members who are not executives.
- 4.3 The Directors shall include at least one-third of the total number of the Directors, or no fewer than three persons, who are truly independent from executive influence and free from any business relationships that may influence in exercising their independent judgment.
- 4.4 At least one-half of the Directors must reside in the Kingdom.
- 4.5 The Chief Executive Officer shall be appointed as a Director on the Board of Directors by virtue of their position.
- 4.6 The Chairman and the Chief Executive Officer shall not be the same person.
- 4.7 Chairman shall not be the Director of the Sub-committees.
- 4.8 The Chairman of the Audit Committee must be an Independent Director.
- 4.9 The Company Secretary shall also serve as the Secretary of the Board of Directors.

No.5 Qualification of the Director

The Nomination and Remuneration Committee has set the criteria for the qualifications of the Directors, which are determined on three main considerations:

- 5.1 General qualifications
  - (1) Not being a person of unsound mind or having a mental infirmity.
  - (2) Having never been sentenced by a final judgment to imprisonment.
  - (3) Having never been sentenced by a final judgment or the court's order that the ownership of property shall be vested in the State.
  - (4) Not being a bankrupt or having never been a bankrupt.

- (5) Being capable to devote sufficient time to the company. The Independent Director may hold office as a Director in no more than five other listed companies. The Executive Director may hold office as a Director in no more than two other listed companies.
- (6) Having integrity and accountability in their work.
- (7) Making decisions based on informed judgment.
- (8) Having maturity, stability, the courage to express differing opinions, and independence.
- (9) Adhering to principles of work and professional standards.
- (10) Any other characteristics that the nomination of remuneration committee deems important.

5.2 Specialized knowledge and expertise for the overall suitability of the Board of Directors such as accounting and finance, marketing, business law of the company and other areas.

The Board of Directors shall include at least one non-executives with experience in industrial estates aligned with the company's business.

5.3 The Independent Director must meet the general qualification, relevant expertise and the qualification of "Independent Director" as defined in this Charter.

No.6 Term of office and retirement from office

- 6.1 Each term of office of the Director shall be 3 years.
- 6.2 The term of office of the Independent Director shall be 9 years.
- 6.3 In the annual general meeting of shareholders, one-third of the total number of Directors shall retire from the position. If the number of Directors cannot be divided into three equal parts, the number closest to one-third shall retire.
- 6.4 The Director who retires by rotation may be re-elected to serve another term.
- 6.5 In addition to retirement by rotation, the Director shall vacate office upon:

- (1) Death.
- (2) Resignation by submitting a resignation letter to the company, which shall be effective from the date the company receives the resignation letter, unless the effective date is specified in the resignation letter.
- (3) Disqualification or possessing characteristics prohibited under the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act B.E. 2535 (1992) (as amended).
- (4) The Shareholders' Meeting votes for resignation of the Director with majority votes not less than 3/4 of the total votes of shareholders attending the meeting and having the rights to vote, with number of shares totaling not less than half of the shares of the shareholders attending the meeting and having the rights to vote.
- (5) Being removed by court order or regulatory authority from the position.

No.7 Duty and responsibility of the Board of Directors

The Board of Directors must act in compliance with the law, the company's objectives, and the resolutions of the shareholders' meeting. The Board of Directors designates the following matters as its duties and responsibilities, which it is responsible for considering and approving:

- 7.1 The company's policy, strategic plan, and annual budget.
- 7.2 The company's quarterly performance and outcomes compared to the plan and budget and estimates of the next period of year.
- 7.3 Purchase, sale, exchange, pledge, acceptance of pledge, sale with right of redemption, acceptance to buy with right of redemption, deposit, rental of land and/or buildings or any assets, including acquisition and participation in joint ventures that comply with the Securities and Exchange Commission and the Stock Exchange of Thailand's regulation which have a value exceeding the authority granted to the Chief Executive Officer and transactions or actions that have a significant effect on the company's financial, debt, business strategy and reputation.

- 7.4 The signing of any contract that is not related to the company's ordinary business and contracts related to the company's ordinary business that are significant.
- 7.5 Conducting of related party transactions between the company, its Subsidiary, Associated company and connected persons as defined by the Securities and Exchange Act B.E. 2535 (1992).
- 7.6 Interim dividend payments.
- 7.7 Change of policy and significant practices related to accounting, risk management, and cash reserve.
- 7.8 Significant change related to management and finance control systems.
- 7.9 The establishment and approval of the company's policies.
- 7.10 The amendment or modification of the company's policies.
- 7.11 The establishment and review of the Chief Executive Officer's approval authority.
- 7.12 The appointment of the Chief Executive Officer.
- 7.13 Approval of salary structure, budget for salary increase, other remuneration, or formula of other remuneration increase for the management and staff.
- 7.14 The proposal for the appointment and retirement of the Director and Company Secretary.
- 7.15 Authorization to Chairman, Chief Executive Officer, or any Director, including revision of the authorization.
- 7.16 The appointment and determination of the powers of the Subcommittee.
- 7.17 The establishment and oversight of management in accordance with good corporate governance principles.
- 7.18 The appointment of the Director or executive to serve as a Director of a Subsidiary or Associated company, subject to the consideration and approval of the Nomination and Remuneration Committee.
- 7.19 The registration of new company and the notification of company dissolution.

7.20 Review the company's vision and mission at least every 5 years.

7.21 The Director must strictly maintain the confidentiality of the company, especially undisclosed internal information or information that may affect the business operation or stock prices. The determined practice are as follows:

In the event that the information relates to periodic financial reporting, such as performance reports, financial statements, and annual reports, the Director shall refrain from trading the company's securities at least 30 days prior to public disclosure and 24 hours after public disclosure.

In the event that the information relates to a company operational event, such as an acquisition or disposal of assets, a related party transaction, a joint venture or cancellation, a capital increase or decrease, the issuance of a new security, a stock repurchase, a dividend payment or non-payment, or any event that may impact the stock price, the Director should refrain from trading the company's securities from the time they become aware of such information until it is publicly disclosed.

7.22 The amendment of the scope of authority to approve matters of the Board of Directors as specified in Clause no. 7

No. 8 The Board of Directors meeting and voting

8.1 The Board of Directors shall meet at least once every quarter.

8.2 The Chairman of the Board is responsible for calling the Board of Directors or delegating another person to do so.

8.3 The Chairman of the Board shall determine the meeting agenda with the Chief Executive Officer and the Company Secretary.

8.4 Notice of the meeting shall be sent to the Directors at least 7 days prior to the meeting date, unless in the case of urgency, where the meeting date may be set as necessary.

8.5 A quorum shall be constituted by the presence of at least half of the total number of Directors. In each voting session, at least half of the total number of the Directors must be present.

- 8.6 The Chairman of the Board shall preside over the meeting. In the event the Chairman is absent, the Vice Chairman shall preside over the meeting. If the Chairman and Vice Chairman are absent, the attending Director shall elect one of the Directors to be the Chairman of the meeting.
- 8.7 Decision at the meeting shall be made by a majority vote of the attending Directors.
- 8.8 In the case of selecting a Director to fill a vacancy caused by reasons other than retirement by rotation, the resolution of the Board of Directors shall be approved by at least three-fourths of the remaining Directors.
- 8.9 Each Director shall be entitled to one vote. The Director who has a conflict of interest in a matter shall abstain from voting on that matter. In the event of a tie, the Chairman of the meeting shall have the casting vote.

Effective as of November 10, 2025

- Signature -

(Dr. Apichart Chinwanno)  
Chairman of the Board of Directors