

## **Board of Directors Charter**



**TAT**

**THAI AUTO TOOLS AND DIE PUBLIC COMPANY LIMITED**  
**(“The Company”)**

## 1. Purpose

The Board of Directors, as representatives of the shareholders, has a role and duty in supervising the management of the work of Thai Auto Tools and Die Public Company Limited ("the Company") and its subsidiaries (collectively referred to as the "Group") to be in accordance with the law and the Company's objectives and regulations by setting a vision, mission, and strategy to create value for the business. This includes generating returns from investments, under the expertise and ethics of conducting business for the benefit of the Company and all stakeholders.

## 2. Composition and Appointment

- The Board of Directors shall consist of not less than five directors, with at least one-third of the total number of directors being independent directors and must be no fewer than three persons, whereby the independent directors must be directors of the Company who are truly independent from the management and free from business relationships or any other relationships that may influence the independent exercise of discretion.
- The appointment of the Company's directors shall be in accordance with the Company's regulations and the requirements of relevant laws. The appointment of directors must be transparent and clear, with consideration of the educational background and professional experience of each individual, with sufficient details and information for the benefit of the consideration and decision-making of the Board of Directors' and shareholders
- The Board of Directors shall select one of the Company's directors to be the Chairman of the Board of Directors. The Company has a policy for an independent director to serve as the Chairman of the Board of Directors, and the Company has a policy for the Chairman of the Board of Directors to not be the same person as the Chief Executive Officer, Chairman of the Executive Committee, or Managing Director.
- The Board of Directors shall appoint a Company Secretary to support the Board of Directors' duties, such as in scheduling meetings, preparing meeting agendas, delivering meeting documents, and recording meeting minutes.

### 3. Qualifications of Company Directors

- Company directors must be knowledgeable, capable, honest and ethical and are not permitted to serve as directors of more than five other listed companies. This ensures sufficient time to devote knowledge and skills to perform duties appropriately for the Company.
- Possess qualifications without the prohibited characteristics according to the Public Limited Company Act and other related laws, including not having characteristics that indicate a lack of suitability to be trusted to manage a business with public shareholders as announced by the Capital Market Supervisory Board.
- A director of the Company must not engage in any business of the same nature as and in competition with the Company's business, or become a partner in an ordinary partnership, or become a partner with unlimited liability in a limited partnership, or become a director of a private company or other company engaging in any business of the same nature as and in competition with the Company's business, whether for personal gain or for the benefit of others, unless the shareholders' meeting has been notified before the appointment resolution is made.
- Independent directors must possess the qualifications regarding independence as announced by the Capital Market Supervisory Board and must be able to adequately and appropriately oversee the interests of minority shareholders and avoid conflicts of interest. Furthermore, they must be able to attend board meetings and express independent opinions.

### 4. Powers, Duties and Responsibilities of the Board of Directors

The powers, duties and responsibilities of the Board of Directors, in addition to their primary duties as representatives of shareholders, shall be in accordance with the law and the Company's objectives and regulations and shareholder meeting resolutions, and include the following actions:

1. Perform duties with responsibility, caution and honesty, including overseeing the Group's management and operations in accordance with the law, objectives, regulations, and various policies of the Company; principles of good corporate governance; and resolutions of the shareholders' meeting or as required by other government agencies.

2. Set the main objectives and goals of the business, including the vision, mission, policies, goals, strategies, business plans, management structure, approval authority and budget of the Group, including supervising the allocation of important resources and considering, reviewing, inspecting and approving policies, strategies, business plans and operational directions of the Group as proposed by the management.
3. Monitoring and supervision and following up on the performance and administration of the Company's management and sub-committees to efficiently and effectively achieve the main objectives and goals of the business, including the set vision, mission, strategies, operational plans and budgets, to maximize value for the Company and its shareholders.
4. Consider and determine the management structure and have the authority to appoint sub-committees, the Chief Executive Officer, and other committees as appropriate, giving consideration to the qualifications as specified by the Securities and Exchange Act, the announcements of the Capital Market Supervisory Board, including the announcements, regulations, and/or rules of the Stock Exchange of Thailand, in addition to determining the scope of authority and duties of such persons. However, the determination of the scope of authority must not be in a manner that causes the sub-committees, the Chief Executive Officer and the various other committees to have the ability to approve transactions in which they or their related persons (as defined in the relevant Notification of the Capital Market Supervisory Board or Notification of the Securities and Exchange Commission) may have an interest or may receive any benefit in any manner or may have any other conflict of interest with the Company and/or the Company's subsidiaries.
5. Consider appointing representatives to serve as directors and executives in subsidiaries and/or associated companies at least in proportion to the shareholding in the subsidiaries and/or associated companies that operate the core business, unless there are restrictions under other laws or in any other cases as specified by the Securities and Exchange Act, the announcements of the Capital Market Supervisory Board, or the regulations of the Stock Exchange of Thailand. In this regard, the directors and executives of the above subsidiaries who have been appointed or nominated must be persons with qualifications, roles, duties, and responsibilities as specified in relevant laws, and must not have characteristics that lack trustworthiness as specified in the SEC announcement regarding the determination of characteristics of directors and executives that lack trustworthiness.

6. Consider and set a risk management policy that covers the entire organization and supervise the establishment of a system or process for risk management with supporting measures and control methods to appropriately reduce impact on the Group's business.
7. Consider and approve the payment of interim dividends to shareholders when the Company sees that the Company has sufficient profits to do so and report the payment of such interim dividends to the shareholders at the next shareholders' meeting.
8. Consider and approve related party transactions and/or acquisition or disposal of assets, including any other transactions that may cause conflicts of interest with the Group. The consideration and approval of such transactions shall be in accordance with the announcements of the Capital Market Supervisory Board, including the announcements, regulations and related rules of the Securities and Exchange Commission and the Stock Exchange of Thailand, including the Securities and Exchange Act
9. Manage and deal with conflicts of interest that may arise between stakeholders of the Group, including preventing the inappropriate use of assets, information and opportunities of the Group, and inappropriate transactions with those who have a relationship with the Group. In the event that any of the Company's directors has a stake in any transaction with the Group or holds shares in the Group, or in the event of an increase or decrease in shareholding in the Group, said directors must inform the Company without delay.
10. Supervise and ensure that there is regular communication between the Company, shareholders and other stakeholders by supervising the management to disclose information on important matters correctly, sufficiently and in a timely manner.
11. Take necessary actions to ensure that the Group has adequate and appropriate accounting and financial reporting systems, auditing systems, and internal control systems.
12. Establish a written corporate governance policy and implement it effectively to ensure ethical business practices and respect for the rights and responsibilities of shareholders and stakeholders, and conduct business that benefits society and the environment, as well as being able to adapt to changing factors.

13. The Board of Directors may delegate authority to one or more directors or any other person may perform any act on behalf of the Company's Board of Directors under the control of the Board of Directors, or may authorize such person to have the power as the Board of Directors deems appropriate and within the period of time the Board of Directors deems appropriate, which the Board of Directors may cancel, revoke, change, or amend such delegation as it deems fitting.

However, such authorization must not be in the nature that enables such person to approve transactions in which he or his related persons (as defined in the relevant announcements of the Capital Market Supervisory Board or the Securities and Exchange Commission) may have an interest or may receive any benefit in any manner, or may have any other conflict of interest with the Company and/or the Company's subsidiaries.

## 5. Roles and Responsibilities of the Chairman of the Board of Directors

- Supervise and monitor the management of the Board of Directors and sub-committees to achieve the specified objectives and evaluate performance outcomes.
- Support and encourage the Board of Directors to perform their duties to the best of their ability within the scope of their authority, duties and responsibilities.
- Supervise the implementation of the policies and strategic work practices of the management team, including providing advice and support for the management team's business operations, but without participating in the routine management of the Company.
- Support and serve as a good role model in following the Group's corporate governance principles and business ethics, including ensuring that all directors participate in promoting an ethical corporate culture and good corporate governance.
- Call meetings of the Board of Directors and chair meetings of the Board of Directors and shareholders.
- Take on the responsibility of setting the meeting agenda, including leading and supervising the board meetings and shareholder meetings to ensure that they progress smoothly.
- Encourage all Company directors to attend all board and shareholder meetings.

## 6. Term of Office

- The term of office of the Company's directors is three years, and upon expiration of the term, they may be considered for re-election as Company's directors.
- In the event of appointing a director to fill a vacant director position for reasons other than the expiration of term, the Board of Directors shall select a person who possesses all the qualifications specified in this Charter and who has no prohibited characteristics under the law to present the name of such person to a board meeting so that the Board of Directors can appoint him to fill the position of director and to fill the vacant position at the next Board of Directors' meeting, unless the remaining term of said director is less than 2 months. In this case, a person who takes up the position of director shall hold the position only for the remaining term of the director who has left office.
- At every annual general meeting of shareholders, one-third of the total number of directors at that time must retire from office. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third must retire. Directors who have left office may be re-elected. The directors who must retire from office in the first and second years after the registration of the Company must be drawn by lots. In subsequent years, the director who has been in office the longest must retire.
- The term of office of the Company's directors who are independent directors should not exceed three consecutive terms, unless the Board of Directors deems that such persons are suitable to continue serving as independent directors of the Company for the best interest of the Company.
- In addition to resigning from office according to the aforementioned term, a director may resign from office in the event of any of the following:
  - 1) Death.
  - 2) Resignation.
  - 3) Lacking the qualifications to be a Company director or acquiring prohibited characteristics under the Public Limited Company Act or having characteristics that indicate a lack of suitability to be trusted to manage a business with public shareholders as specified in the Securities and Exchange Act, including relevant announcements of the Securities and Exchange Commission.
  - 4) The shareholders' meeting resolved to remove the person from office.
  - 5) The court has ordered his removal from office.

## 7. Meetings

- Meetings are scheduled at least once every three months, with dates set in advance throughout the year, and special meetings may be held as needed.
- The Chairman of the Board of Directors shall convene a meeting of the Board of Directors. If two or more directors request a meeting of the Board of Directors, the Chairman of the Board of Directors shall set the date of the meeting within fourteen days from the date of receipt of the request.
- The Company Secretary is responsible for sending meeting invitations, agendas, and supporting documents to directors at least three days in advance to allow directors time to study them before attending the meeting. Exceptions include urgent cases where, to preserve the rights or benefits of the Company, notice of the meeting may be sent by other means or an earlier meeting date may be set.
- The Chairman of the Board of Directors shall preside over meetings and is responsible for allocating sufficient time for each agenda item to allow directors to freely discuss and express their opinions on important issues, fairly taking into account the interests of shareholders and other stakeholders.
- For voting, each director of the Company shall vote with one vote and shall use a majority of votes as the deciding basis. In the event of a tie, the Chairman of the Board of Directors shall cast one additional vote as the deciding vote.
- The Company Secretary is responsible for recording and preparing meeting minutes within 14 days, storing meeting minutes and supporting documents, and providing support and following up on the Board of Directors' ability to perform their duties in accordance with the law, regulations, and shareholder meeting resolutions, as well as coordinating with relevant parties.
- The Chairman of the Board of Directors or a person assigned by the Chairman of the Board of Directors shall determine the date, time, and place of the Board of Directors' meeting. The meeting place may be set to be somewhere other than the area where the Company's head office is located or a nearby province. If the Chairman of the Board of Directors or a person assigned by the Chairman of the Board of Directors does not specify the meeting place, the location of the Company's head office shall be used as the meeting place.

- The Chairman of the Board may also determine that the meeting be held via electronic media. However, if the meeting is held via electronic media, the meeting invitation may be sent via electronic mail. The person responsible for organizing the meeting must do the following:
  - 1) Arrange for participants to present themselves to the meeting via electronic media before joining the meeting.
  - 2) Prepare meeting minutes in writing
  - 3) Arrange for an audio recording, or both audio and video, of all meeting participants throughout the meeting in electronic form and to be considered part of the meeting minutes.
- The meetings of the Board of Directors shall be held in accordance with the Company's regulations.
- The Chairman of the Board of Directors shall oversee and give approval to the meeting agenda.
- Board of Directors may invite persons responsible for or involved in matters on the agenda to attend the meeting to clarify facts or present information.

## 8. Reporting

The Board of Directors shall disclose the following items in the annual information form/annual report ("Form 56-1 One Report"):

- Process and criteria for evaluating the performance of the Board of Directors both as a group and individually.
- The number of meetings held and the number of meetings attended by each director of the Company.
- Remuneration of each director.
- Report on stock trading or securities holding in the Company, along with changes in holdings during the year by the Company's directors and executives as defined by the Securities and Exchange Commission on an individual basis.

## 9. Performance Review

The Board of Directors has determined that there shall be a self-evaluation of performance at least once a year, both as a group and individually, to help the Board of Directors review their performance and problems, including various obstacles, and make improvements by disclosing the criteria, procedures and overall evaluation results in the annual information form/annual report (“Form 56-1 One Report”).

## 10. Charter Review

The Board of Directors shall review this Charter at least once annually.

This policy was approved by the Board of Directors Meeting No. 4/2025 on 14 November 2025, effective from 14 November 2025 onwards.

- *Dr. Damri Sukhotanang* -

Dr. Damri Sukhotanang

Chairman of the Board of Directors