The Charter of the Board of Directors

Nusasiri Public Company Limited (the "**Company**") realizes and give importance to corporate governance. In addition, the Board of Directors must strictly perform its duties in accordance with the Company's Article of Associations according to the Public Company Act B.E. 2535 (as amended) (the "**PLCA**"), laws related to securities and stock exchange and other relevant laws. Therefore, the policy determines the corporate governance, to emphasize the roles and duties of the Board of Directors in accordance with the principles of good corporate governance stipulated by the Stock Exchange of Thailand as follows:

1. Composition of the Board of Directors

It must contain the following components:

1.1. According to the Company's Article of Associations, the Board of Directors must consist of not less than five members, and not less than half of the total number of directors must reside in the Kingdom of Thailand.

1.2. The Board of Directors consists of independent directors, at least one-third and not less than three persons. Qualifications of independent directors are as specified by the Stock Exchange of Thailand and other relevant laws.

1.3. The Board of Directors or the shareholders' meeting selects one director from non-executive directors to be the Chairman of the Board.

1.4. The Board of Directors selects one person to act as the Secretary of the Board of Directors. The Secretary of the Board of Directors may or may not be a director.

1.5. The Board of Directors selects one person to act as Company Secretary.

2. Duties and responsibilities of the Board of Directors

The Board of Directors has the duties and responsibilities as follows:

2.1. Performing duties with responsibility, guardedness, honesty, and care to protect the interests of the Company and in accordance with the law, objectives, and Article of Associations of the Company as well as shareholders' resolutions.

2.2. Responsible for determining the vision, policy, and direction of the Company's operations, overseeing and supervising the executives to operate efficiently in accordance with the established policies to maximize economic value for shareholders and sustainable growth.

2.3. Responsible for shareholders on a regular basis, operating to maintain their interests. Disclosure of material information to investors in a manner that is accurate, complete, standardized, and transparent.

2.4. Possessing knowledge, capability and experience that will be beneficial to the business operation and have a truly interest in the business of the company he is management.

2.5. Evaluating the performance of directors and high-level executives and determining their remuneration.

2.6. Responsible for business profits/losses and the performance of management, exercising intention and caution in the operation.

2.7. Supervising the determination of clear and measurable business goals, to serve as guidelines for performance goal-setting, considering both reason and feasibility.

2.8. Supervising the ethical conduct of business operations.

2.9. Supervising the management to ensure the implementation of an appropriate and efficient risk management system.

2.10. Considering making decisions on material matters such as policies and business plans for substantial investment projects, administrative power, acquisition or disposition of assets, and any other items prescribed by laws.

2.11. Determining the authority and level of approval for transactions and operations related to the company's businesses, assigning them to the appropriate department or personnel in accordance with relevant laws. This manual on authority is to be prepared and reviewed at least once a year.

2.12. Establishing a reliable accounting system, financial reporting, and auditing, while ensuring that there is a process for evaluating the suitability of internal control.

2.13. Approving the proposal to appoint an auditor and consider an annual audit fee, which will be presented to the shareholders for their consideration and approval of the appointment.

2.14. Reporting on the Board of Directors' responsibilities for preparing financial reports, along with the auditor's report, and including them in the annual report covering important matters in accordance with Policy Statement on Code of Best Practices of Directors of Listed Companies

2.15. Supervising the operations of sub-committees. To be in accordance with the determined charters.

2.16. The Board shall conduct self-evaluation and assess overall performance.

3. **Election of directors and holding a position on the Board.**

Election of the Company's directors to be done by the shareholders' meeting. This must be done in accordance with the following rules:

3.1. A shareholder has a vote of one share per one vote.

3.2. In the election of directors, the voting method may be used to select directors individually or several persons at a time as the shareholders' meeting deems appropriate. However, the resolution shareholders must vote with all the votes they have under Clause 1 and cannot divide their votes to any person to any extent. Therefore, shareholders cannot divide their votes in the election of directors to allow any person to be more or less in accordance with section 70 paragraph one of the PLCA (NON-CUMULATIVE VOTING only).

3.3. In voting for the election of directors, a majority of votes must be used. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.

3.4. The Board of Directors shall hold a position for a term of three years. Directors who retire under this article may be re-elected to hold the position. In addition, to retire the position of the term, a committee member retire position upon:

(a.) Dead

(b.) Resign

(c.) lacking qualifications or having prohibited characteristics under the law governing public companies.

(d.) The meeting resolved to leave.

(e.) The court has issued an order.

3.5. When any director resigns from the position, he or she may also submit his resignation letter to the Registrar for acknowledgment.

4. **Board meeting**

The Board of Directors' meetings are as follows:

4.1. The Board of Directors is required to convene a meeting to review the Company's performance at least every three months. During these meetings, directors are expected to express their opinions and exercise independent discretion. Directors should attend every meeting unless prevented by force majeure, in which case advanced notification to the Secretary of the Board of Directors is required. The Company is responsible for reporting the number of meetings attended by the Board of Directors in the annual report.

To facilitate effective communication with all directors, the Secretary of the Board of Directors is required to send meeting invitation letters to all directors, informing them of the date, time, place, and agenda items at least seven days in advance and is also responsible for collecting meeting documents from both the directors and the management to distribute them to the Board in advance. These documents must provide sufficient information to support decision-making and allow the Board to exercise independent discretion. The Secretary of the Board of Directors must record the issues during the meeting to prepare comprehensive minutes, which must be completed within fifteen days from the date of the meeting's conclusion. The minutes are then proposed to the Chairman of the Board of Directors for signature and must be stored in a secure system that allows for easy retrieval and maintains confidentiality.

4.2. A company director with an interest in any matter is not entitled to vote on that matter.

4.3. In voting at the Board of Directors meeting, the decision is determined by the majority of votes. In the case of a tie vote, the Chairman of the meeting shall cast an additional vote as a casting vote. Nevertheless, the opinions of other members of the Board of Directors who did not agree with the resolution should be explicitly stated in the meeting report.

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Chairman